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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

stone distribution fl, llc

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ARTICLES OF ORGANIZATION

OF

STONE DISTRIBUTION FL, LLC

A Florida Limited Liability Company

(5)

The undersigned, as an authorized representative of STONE DISTRIBUTION FL, LLC, executes these Articles of Organization for the purpose of forming a limited liability company, pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act"), and does hereby make, subscribe and file these Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be STONE DISTRIBUTION FL, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be

1141 S. Rogers Circle, Suite 3
Boca Raton, Florida 33487

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office and the name of the initial registered agent for the Company shall be

Kenneth S. Pollock, Esq.
c/o Newman, Pollock & Klein, LLP
2101 NW Corporate Blvd.
Suite 414
Boca Raton, Florida 33431

ARTICLE IV - DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

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ARTICLE V - PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Act and all amendments and supplements thereto, or any law enacted to take the place thereof.

The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI - INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee and agent of the Company to the extent authorized by, and in accordance with the provisions of Fla. Statutes §608.4229.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the manager (the "Manager") as further provided in the Operating Agreement. The name and address of the Manager who is to serve as the Manager of the Company until the first annual meeting of the Members or until their successors is/are duly appointed and qualified is as follows:

NAME

Stone Group, Inc.

ADDRESS

1141 S. Rogers Circle, Suite 3
Boca Raton, Florida 33487

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ARTICLE VIII - ADMISSION OF NEW MEMBERS

The Company may admit new Members upon the approval of the Manager, provided the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") only in accordance with the terms and subject to the conditions contained in the Operating Agreement.

ARTICLE IX - DISSOLUTION

Pursuant to Florida Statutes section 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company.

ARTICLE X - LIMITATION ON AGENCY AUTHORITY TO MEMBERS

Except as specifically authorized by the Manager, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company.

**ARTICLE XI - RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT**

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does hereby make and file these Articles of Organization, at Boca Raton, Florida, on this 16th day of April, 2004.

AUTHORIZED REPRESENTATIVE:

By: Kenneth S. Pollock
Name: Kenneth S. Pollock

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/OFFICE
OF
STONE DISTRIBUTION FL, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

COMPANY

The name of the limited liability company is **STONE DISTRIBUTION FL, LLC.**

REGISTERED AGENT/OFFICE

The name and address of the registered agent and office is

Kenneth S. Pollock, Esq.
c/o Newman, Pollock & Klein, LLP
2101 NW Corporate Blvd., Suite 414
Boca Raton, Florida 33431

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NEWMAN, POLLOCK & KLEIN, LLP

By: Kenneth S. Pollock
Print name: Kenneth S. Pollock, Esq.
Title: Partner

Date: April 16, 2004

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