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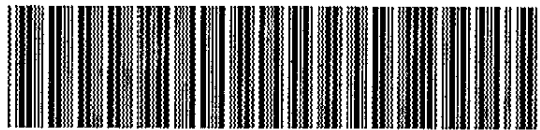
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**MIMI HANLEY CPA
700 N. WICKHAM RD. SUITE 208
MELBOURNE, FL 32935
321-242-1906 FAX 321-242-2818**

May 14, 2004

Florida Department of State
Division of Corporations
Corporation Filing
PO Box 6327
Tallahassee, FL 32314

Re: Nicky Bootz, LLC

Enclosed please find Articles of Organization for Limited Liability Company, together with one copy of same and a check in the amount of \$ 125. Please file the articles.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Sincerely,



Patrick M. Hanley

Enclosure: Articles of organization
Copy of articles of organization
Check in the amount \$125.00

**ARTICLES ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLES I - Name:

The name of the Limited Liability Company is Nicky Bootz LLC.

ARTICLE II - Address:

The mailing address and the street address of the principal office of the limited liability company

1243 C Harbor City Blvd
Melbourne, Fl 32935

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

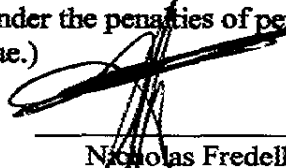
All of the members, by virtue of their status as members, shall be managers of this limited liability company.

No person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with best interests of the limited liability company, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Florida Limited Liability Company Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as a manager, employee, independent contractor, attorney or consultant of the limited liability company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

FILED
04 MAY 19 AM 10:33
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF BROWARD, FLORIDA

**ARTICLES ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

(In accordance with section 608.408(3), Florida Statutes, the execution of this document
Document constitutes an affirmation under the penalties of perjury that the facts stated
herein are true.)

A handwritten signature in black ink, appearing to read "Nicholas Fredella", is written over a horizontal line.

**Nicholas Fredella
Authorized Representative**

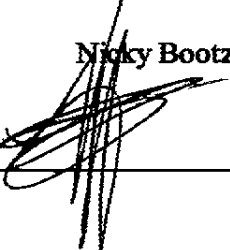
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.**

- 1. The name of the limited liability company is Nicky Bootz LLC.**
- 2. The name and the Florida street address of the registered agent is:**

**Nicholas Fredella
251 Cinnamon Lake Cr
Melbourne, FL 32901**

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.

Nicky Bootz LLC
By  _____