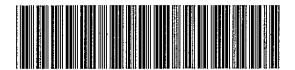
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STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

KAREN M. SCIARRETTA STEVEN A. SCIARRETTA' 'LL.M. IN TAXATION GLADES TWIN PLAZA 2300 Glades Road, Suite 302E Boca Raton, Florida 33431 TELEPHONE: (561) 368-7978 TOLL FREE: (800) 545-8454 TELEFAX: (561) 368-8502 Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

VIA NEXT DAY UPS

June 11, 2004

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re:

Zoomology LLC

702 NE 3rd Avenue LLC

Dear Sir/Madam:

Please find enclosed for filing in duplicate original, Original Articles of Organization, for each of the above referenced Limited Liability Companies.

Also enclosed is our check for \$310.00, made payable to the Florida Department of State, which represents the \$200.00 filing fees, \$50.00 for Designation of Registered Agent fees and \$60.00 for Certified Copy fees, one for each entity.

Please forward the completed paperwork to me at the address noted above. A pre-paid, self-addressed UPS envelope is enclosed for your convenience.

Thank you for your prompt cooperation.

Sincerely

STEVEN A. SCIARRETTA, P.A.

Stevel A. Sciarretta

SAS/dc Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") is: ZOOMOLOGY LLC

ARTICLE II - PRINCIPAL ADDRESS

The mailing address and street address of the principal place of business of the Company is: c/o Steven A. Sciarretta, Esquire 2300 Glades Road, Suite 302-East Boca Raton, FL 33431

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the Registered Agent are: Steven A. Sciarretta, Esquire 2300 Glades Road Suite 302-East Boca Raton, FL 33431

Steven A. Scineratia, Esquire - I hereby agree to act as Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who are to serve as manager(s) is/are:

Nicholas J. Reese & Kevin M. Darrow

C/o Steven A. Sciarretta, P.A.

2300 Glades road Suite 302-East

Boca Raton, FL 33431

Michalan I Bassa

Kevin M. Darrow