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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Chance Holdings, LLC

Certificate of Status	0
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Articles of Organization
OF
CHANCE HOLDINGS, LLC
a Florida Limited Liability Company

ARTICLE I - NAME

The name of the limited liability company shall be CHANCE HOLDINGS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the Company is 8861 S.E. Bridge Road, Hobe Sound, FL 33455.

ARTICLE III - DURATION

The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Andrew Belford, 8861 S.E. Bridge Road, Hobe Sound, FL 33455.

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 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 as provided for in Chapter 608, F.S.


Andrew Belford, Registered Agent

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only on the written consent of the members owning a majority interest of the Company.

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ARTICLE VI - ADMISSION OF NEW MEMBERS

A. New Members. As provided in the Operating Agreement, no additional members shall be admitted to the Company except with the written consent of the members owning a majority of their collective interests in the Company, which consent shall not be unreasonably withheld.

B. Transfer of Membership. A member may transfer all or a portion of his or her interest in the Company only as provided in the Operating Agreement.

ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

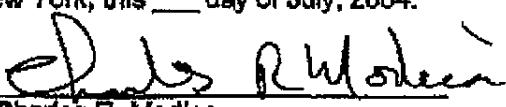
As provided in the Operating Agreement, the Company shall not be dissolved on the death, bankruptcy or dissolution of a member or manager.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by a manager in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the operation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

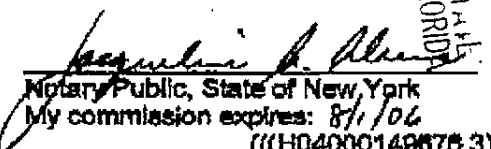
The name of the initial manager of the Company is: Charles R. Modica. The address of the manager is: 8861 S.E. Bridge Road, Hobe Sound, FL 33455.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at _____, New York, this ____ day of July, 2004.


Charles R. Modica
Managing Member

State of New York
County of Suffolk

The foregoing instrument was subscribed and sworn to before me this 20 day of July, 2004, by Charles R. Modica, who [] is personally known to me or [] produced _____ as identification.


Notary Public, State of New York
My commission expires: 8/1/06

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JACQUELINE A. ALAMO
Notary Public, State of New York
No. 4038976
Qualified in Suffolk County
Commission Expires 8/1/06

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