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. JACOB SCOTT THOMPSON

5600 North Flagler Drive, Suite 909 West Palm Beach, Florida 33407

August 25, 2004

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

re: PB L

PB LIFESTYLES, LLC

Dear Registration Representative,

The enclosed Articles of Organization and Fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacob Scott Thompson 5600 North Flagler Drive, Suite 909 West Palm Beach, Florida 33407

For further information concerning this matter, please call Jacob Scott Thompson at 561/882-0060.

Sincerely,

Jacob Scott Thompson

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Enclosures JST/sd

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ARTICLES OF ORGANIZATION

OF

PB LIFESTYLES, L.L.C.

A Florida Limited Liability Company

The undersigned hereby makes, subscribes, acknowledges and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

<u>Name</u>

The name of this limited liability company shall be PB LIFESTYLES, LLC.

ARTICLE II

ADDRESS

The street address and mailing address of the principal office is 5600 North Flagler Drive, Suite 909, West Palm Beach, Florida 33407.

ARTICLE III

Registered Agent and Registered Agent's Office

The name of the registered agent of this limited liability company is Jacob Scott Bompson.

The registered agent's Florida address is 5600 North Flagler Drive, Suite 909, West Palm Beach,
Florida 33407.

ARTICLE IV

Manager/Managing Member

The name and address of the Manager or Managing Member is Jacob Scott Thompson. The Manager or Managing Member's address is 5600 North Flagler Drive, Suite 909, West Palm Beach, Florida, 33407.

ARTICLE V

Additional Members

The Members shall have the right to admit additional members.

ARTICLE VI

Management

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Members and is, therefore, a member-managed company.

ARTICLE VII

Duration

The period of duration of this limited liability company shall be perpetual

SECHETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE VIII

<u>Amendment</u>

This limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization at West Palm Beach, Florida for the uses and purposes aforesaid, this 25th day of August, 2004.

By: Acob Scott Thompson, Registered Agent

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PB LIFESTYLES, LLC

2. The name and the Florida street address of the registered agent and office are:

Jacob Scott Thompson 5600 North Flagler Drive, Suite 909 West Palm Beach, Florida 33407

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

Jacob Scott Thompson, Registered Agent