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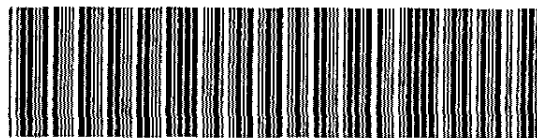
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HARRY J. ROSS
ADMITTED IN
FLORIDA & D.C.

LAW OFFICES OF
HARRY J. ROSS
6100 GLADES ROAD
SUITE 211
BOCA RATON, FL 33434

(561) 482-2400
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HJROSSLAWOFFICE@aol.com

December 7, 2004

VIA FEDERAL EXPRESS
U.S. AIRBILL NO.: 8467-1306-1884

Secretary of State
Division of Corporations
409 East Gaines Street
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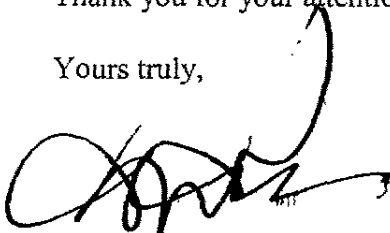
Re: Articles of Organization of
Bay Appliance, LLC

Dear Sir/Madam:

Enclosed is the original and a copy of the Articles of Organization of Bay Appliance, LLC, along with a check in the amount of \$125.00. Please file the original and return a date-stamped copy to me in the enclosed stamped-addressed envelope provided for convenience.

Thank you for your attention to the above.

Yours truly,



HARRY J. ROSS

HJR:jt

Enclosures

cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BAY APPLIANCE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

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

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3506 N. Federal Highway, Delray Beach, Florida 33483.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is
Harry J. Ross, Esq., 6100 Glades Road, Ste. 211, Boca Raton, FL 33434.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Kiersted W. Walter II	3506 N. Federal Highway Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Boca Raton., Florida, on this 7th day of December, 2004.

Kiersted W. Walter II
KIERSTED W. WALTER II

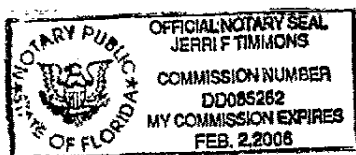
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TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 7th day of December, 2004, by Kiersted W. Walter, II who is personally known to me.

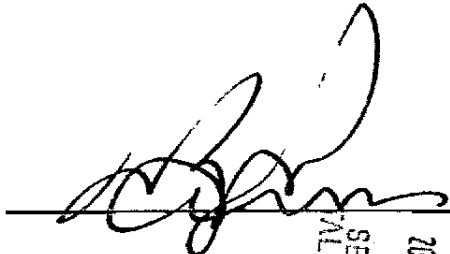
Jeri F. Timmons
JERRI F. TIMMONS
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Commission No. DD085262
My Commission Expires: 2/2/06

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Bay Appliance LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Harry J. Ross, Esq.
Registered Agent for
Bay Appliance LLC

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SECRETARY OF STATE
ALABAMA

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December 4, 2004