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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W4-94017
al

December 16, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314
(850) 245-6051

Re: LLC Articles of Organization (Kneeland International, LLC)

Accompanying this letter you will find the Articles of Organization required by law for filing with the Florida Department of State. Included is a money order for \$155.00 for the requisite filing fees. Because of the date on the money order a processing fee will be charged to the money order when cashed, however a remainder will be left that is sufficient to cover the required \$125.00 for formation of a limited liability company.

Sincerely,



Peter DiPace
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF
Kneeland International, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization, (the "Articles").

ARTICLE I. NAME:

The name of the Limited Liability Company is: Kneeland International, LLC.

ARTICLE II. ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

6233 Southwest 151st Court
Miami, Florida 33193

ARTICLE III. PURPOSE AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a Limited Liability Company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent is:

Peter L. DiPace Jr.
6233 Southwest 151st Court
Miami, Florida 33193

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TALLAHASSEE, FLORIDA

ARTICLE VI. MANAGEMENT

The Company shall be managed by members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provision for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

ARTICLE VII. MEMBERS

The names and the addresses of the initial members of the Company shall be as follows:

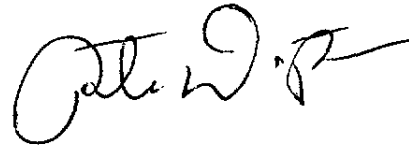
Peter L. DiPace Jr.
6233 Southwest 151st Court
Miami, Florida 33193

Michael C. DiPace
7317 Church Road
Schenectady, New York 12306

ARTICLE VIII. AMENDMENT

The Articles may be amended only by the majority consent of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization in Miami, Florida, on this 6 day of December, 2004.



Peter L. DiPace Jr.
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Kneeland International, 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 applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Peter L. DiPace Jr.
Registered Agent

12/6/, 2004

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TALLAHASSEE, FLORIDA