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Jan-21-2005 04:22pm From-RUDEN McCLOSKEY 17F_N

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LIMITED LIABILITY COMPANY

After the Flood LLC

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**ARTICLES OF ORGANIZATION
OF
AFTER THE FLOOD LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is AFTER THE FLOOD LLC (the "Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 10693 Wiles Road, Suite 184, Coral Springs, Florida 33076.

3. PURPOSE. The purpose of the Company is to be organized and operated to raise funds to be contributed toward relief efforts for those who suffered as a result of the Indian Ocean tsunami that devastated portions of south and east Asia on December 26, 2004.

4. POWERS. The Company shall have the power to acquire, own, maintain and use its assets for the purpose for which it is organized, to raise funds by any legal means for the encouragement of its purpose; to exercise all powers necessary or convenient to the furtherance of the purpose for which the Company is organized, and shall have such other powers as are granted to exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and not-for-profit organizations under the Florida Statutes; provided, however, that the Company shall not engage in activities or exercise any powers that are not in furtherance of the specific purpose of this Company.

5. LIMITATIONS.

- A. No earnings of the Company shall inure in whole or in part to the benefit of private individuals or any members, except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes.
- B. No substantial part of the activities of the Company shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
- C. Notwithstanding any other provisions of these Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be

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conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

6. DISTRIBUTION ON SURPLUS ON LIQUIDATION. Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Company, any surplus remaining after payment of the just debts and liabilities of the Company shall not be distributed to or among the members of the Company, but after making provision for the payment of all of the liabilities of the Company, the remaining assets shall be distributed to such other organization or organizations, as selected by the members, as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

7. INTERNAL REVENUE CODE. All references herein to the "Internal Revenue Code" shall refer to the Internal Revenue code of 1986, as amended, and the relevant Treasury Regulations thereunder, as they now exist or as they may hereafter be amended, or any corresponding provisions of any later federal tax laws.

8. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Janet Brockway, 10693 Wiles Road, Suite 184, Coral Springs, Florida 33076.

The undersigned has executed these Articles of Organization on the 21st day of January, 2005.

By Janet Brockway
Janet Brockway, Authorized Person

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AFTER THE FLOOD LLC.
2. The name and address of the registered agent and office is:

Janet Brockway
10693 Wiles Road
Suite 184
Coral Springs, Florida 33076

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 agree to act in its 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.


Janet Brockway, Registered Agent

Date: 1/21/05

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