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THOMAS G. SANDER

ATTORNEY AND COUNSELOR AT LAW

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17635 S. Dixie Hwy.
Northbound Lane
Miami, Florida 33157

January 4, 2005

Secretary of State
Capital Building
Tallahassee, Florida 32304

Re: TWO GIFTED MOMS, L.L.C.

Gentlemen:

Enclosed are the Articles of Organization of the Two Gifted Moms, L.L.C. and a check in the amount of \$125.00 to cover the following:

L.L.C. Filing fee	\$100.00
Designation of Registered Agent	25.00
Total	<u>\$125.00</u>

If there are any questions or problems, please call.

Sincerely,


Thomas G. Sander

TGS/lam

Enclosures

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2004 JAN -7 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF TWO GIFTED MOMS, L.L.C.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TWO GIFTED MOMS, L.L.C., and its principal office and mailing address is located at 11380 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a 75% vote of the actual members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company, shall be managed by, one manager. The name and address of the person who shall serve until her successor is elected and qualified is Loretta Corey who resides at 11380 Prosperity Farms Rd Suite 104, PBG, FL 33410. The Manager will be solely responsible to establish the standards and operating procedures used for accounting purposes, including establishment of capital accounts, and distributions of profits, the annual report to the I.R.S. as to profits and payment of the expenses of the limited liability company. Provided, however, that said operating procedures are reasonable and consistent with good business practice. The manager's schedule of compensation shall be included in said operating procedures and said procedures will be available to all members upon request. The Manager is also authorized to retain such help as may be needed to carry on the business or the company.

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ARTICLE V

MEMBERSHIP RESTRICTIONS

The Manager shall have the right to solicit and admit new members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. Manager's decision as to admission or denial of admission shall be binding on all parties.

A member's interest in the limited liability company may not be sold or otherwise transferred. A member may resign and withdraw his capital account at the end of the quarter during which he submits his resignation.

On the death, retirement, resignation, expulsion or bankruptcy of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon the unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

An initial minimum capital contribution in the amount of, \$1,000.00 cash shall be paid to the limited liability company by each member. Additional contributions may be made by members in any amount at any time; provided any such contribution shall not be credited toward said member's capital account until the next full month after said payment.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits in a percentage equal to their share of total investment in the limited liability company quarterly commencing in the month following the sixth full month after the formation of the limited liability company. A member need not withdraw its distributive share of the profits and may transfer said share to its capital account. Each member is responsible for the reporting of its share of the profits on the members Internal Revenue Service return annually.

(b) *Losses:* Will be shared the same manner as profits.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

DURATION

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 11380 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410, and the name of the company's initial registered agent at that address is Loretta Corey.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of TWO GIFTED MOMS, L.L.C.

Executed by the undersigned at Miami, Florida on December, 23, 2004.

SIGNATURE:


LORETTA COREY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dec ember 23 2004

Secretary of State
Capital Building
Tallahassee, Florida 32304

Attn: Corporation Division

Re: Two Gifted Moms, L.L.C.
Acceptance as Registered Agent

Loretta Corey
11380 Prosperity Farms Road, Suite 104
Palm Beach Gardens, Florida 33410

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 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.



Registered Agent's Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

STATEMENT DESIGNATING
REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida;

The name of the limited liability company is TWO GIFTED MOMS, L.L.C.

The name of the registered agent for TWO GIFTED MOMS, L.L.C. is Loretta Corey and the street address of the company's principal office where the agent is located is 11380 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410.

This statement is to acknowledge that, as indicated above, TWO GIFTED MOMS, L.L.C. has appointed me, Loretta Corey, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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.

Dated 12/23/04

SIGNATURE:

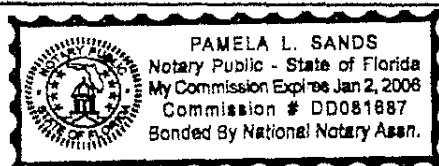
Loretta Corey
Loretta Corey,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of Dec., 2004
[date] by Loretta, agent on behalf of TWO GIFTED MOMS, L.L.C., a limited liability company.

Check one: ☒ She is personally known to me; or ☐ has produced
as identification.



NOTARY'S RUBBER STAMP SEAL

Pamela L. Sands
NOTARY PUBLIC