

Apr. 1, 2005 2:04 PM

No. 0930 P. 2

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Florida Department of State  
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Fax Number : (850) 205-0383

From: Account Name : FERNAND LAMOTHE, INC.  
Account Number : 105057001570  
Phone : (418) 780-1300  
Fax Number : (418) 780-1312

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LIMITED LIABILITY COMPANY  
DIRECT CHAIRS OF AMERICA LLC

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T. Brumbley APR 4 2005

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3/31/2005 8:55 PAGE 001/001

No. 0930 P. 1  
Florida Dept of State



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 31, 2005

FERNAND LAMOTHE, INC.

SUBJECT: DIRECT CHAIRS OF AMERICA LLC  
REF: W05000016269

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet:

Pursuant to section 608.409(2), F.S., the effective date must be specific and cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on March 30, 2005. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

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Letter Number: 905A00021861

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
DIRECT CHAIRS OF AMERICA LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

ARTICLE I NAME

The name of the limited liability company shall be "DIRECT CHAIRS OF AMERICA LLC"

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is 360 Military Trail, Deerfield Beach, FL 33442.

ARTICLE III EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Fernand Lamothe  
Chartered Accountant  
1401 Dewey Street  
Hollywood, FL 33020  
(854) 922-1313

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TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

ARTICLE V PURPOSES AND POWERS

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Fernand Lamothe, Chartered Accountant, 1401 Dewey Street, Hollywood, Florida 33020

ARTICLE VII MANAGEMENT

The Managers of the Company shall be:

Operating Manager: Dominique Girard,  
2748 Galleon Crescent,  
Mississauga, Ontario,  
Canada, L5M 5T8

This is a manager managed company.

ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). 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 member(s) 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 IX TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 one remaining member.

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STATE OF FLORIDA  
CORPORATE

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**ARTICLE X MEMBERS**

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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 name and address of the member(s) of the Company are:

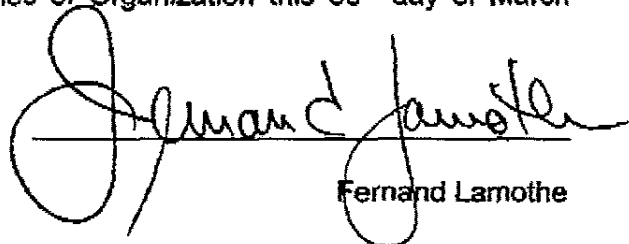
Dominique Girard 100%  
2748 Galleon Crescent,  
Mississauga, Ontario,  
Canada, L5M 5T8

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ALLA... CANADA

**ARTICLE XI CLASSIFICATION**

It is the intent of the members that the Company be classified as a disregarded entity for federal income tax purpose.

The undersigned has executed these Articles of Organization this 30<sup>th</sup> day of March 2005.

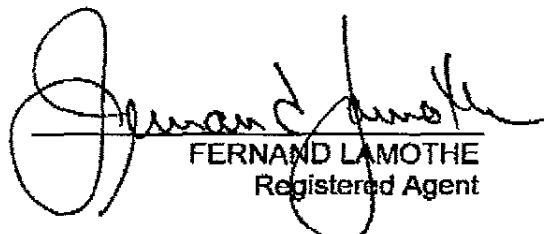
  
Fernand Lamothe

**CERTIFICATE DESIGNATING THE ADDRESS**

**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Company, at the place designated in its Articles of Organization, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 30, 2005.

  
FERNAND LAMOTHE  
Registered Agent

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