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LIMITED LIABILITY COMPANY

VPL MAX, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
VPL MAX, LLC**

The undersigned Organizer of a limited liability company organized under the Florida Limited Liability Company Act does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company shall be VPL Max, LLC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 406 Treasure Boat Way, Sarasota, Florida 34242.

The initial registered agent at such address is Irving Kirsch.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the limited liability company is 406 Treasure Boat Way, Sarasota, Florida 34242.

ARTICLE IV

PERIOD OF DURATION

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall continue for a period of 30 years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

This Instrument Prepared By:
Finkelstein and Associates
Attorneys and CPAs
27 Fletcher Avenue
Sarasota, Florida 34237
Phone No. 941-952-9999
Florida Bar No. 0644773

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ARTICLE V**WRITTEN OPERATING AGREEMENT**

Any operating agreement entered into by the members of the limited liability company, and any amendments or reinstatements thereof shall be in writing. No oral agreement among any members or managers of the limited liability company shall be deemed or construed to constitute any portion of it, or otherwise affect the interpretation of, any written operating agreement of the limited liability company in existence and as amended from time to time.

ARTICLE VI**MANAGEMENT**

The business and affairs of the limited liability company shall be governed by members in the manner and subject to the limitations set forth in an operating agreement. The address of the member is as follows: Irving Kirsch: 406 Treasure Boat Way, Sarasota, Florida 34242. The actions of a member, manager, or any other person acting in any capacity other than as a manager of the limited liability company in accordance with the terms of its operating agreement shall not bind the limited liability company.

ARTICLE VII**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company only upon unanimous consent of the members.

ARTICLE VIII**CONTINUATION AFTER DISASSOCIATION OF A MEMBER**

The limited liability company will continue to exist after the disassociation of a member if the remaining members agree by majority vote to continue the company.

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 10th day of April, 2005.


Organizer of VPL Max, LLC

Irving D. Kirsch

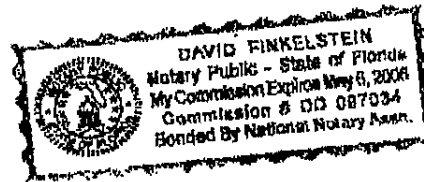
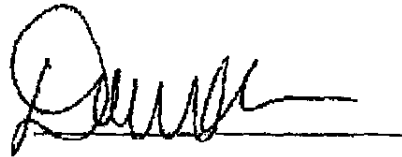
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STATE OF FLORIDA)
) SS:
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 10th day of April, 2005 by Irving Kirsch, who is personally known to me, or who has produced ADL as identification.



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that VPL Max, LLC, desiring to organize and qualify under the laws of the State of Florida has named Irving Kirsch, 406 Treasure Boat Way, Sarasota, Florida 34242 as its agent to accept service of process within Florida.


Irving Kirsch, Member

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Irving Kirsch

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