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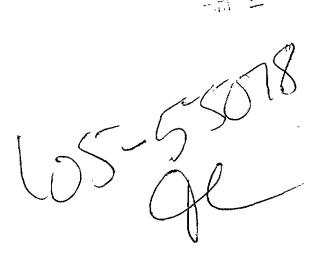
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INTERNATIONAL MENTOR BELTS AND BUCKLES LLC c/o DAVID A. HELLER 300 71ST STREET, SUITE 301 MIAMI BEACH, FL 33141

May 20, 2005

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: International Mentor Belts and Buckles LLC

Dear Madam or Sir:

Enclosed herewith are the Articles of Organization for *International Mentor Belts and Buckles LLC*, and our check in the amount of \$125.00 for filing fees.

Respectfully submitted:

Charles Scheel

ARTICLES OF ORGANIZATION

FOR

INTERNATIONAL MENTOR BELTS AND BUCKLES LLC

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Limited Liability Company under the Laws of the State of Florida, by and under the provision of the Statutes of the said State of Florida.

ARTICLE I

This name of the Limited Liability Company shall be:

INTERNATIONAL MENTOR BELTS AND BUCKLES LLC

ARTICLE II

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

c/o David A. Heller 300 71st Street, Suite 301 Miami Beach, FL 33141

ARTICLE III

The name and street address of the person signing these Articles of Organization as registered agent is subscribed as follows:

Charles Scheel 300 71st Street, Suite 301 Miami Beach, FL 33141

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..

(SIGNATURE AS REGISTERED AGENT)

(DATE)

Charles Scheel

(TYPED OR PRINTED NAME OF SIGNEE)

ARTICLE IV

The name(s) and street address(es) of the member(s) of the first Board of Directors of this Limited Liability Company is (are) as follows:

Charles Scheel 300 71st Street, Suite 301 Miami Beach, FL 33141 SIGNATURE OF AUTHORIZED PE (SIGNATURE OF A MEMBER OR AN AUTHORIZED REPRESENTATIVE OF A MEMBER FOR LIMITED LIABILITY COMPANY)

Charles Scheel (TYPED OR PRINTED NAME OF SIGNEE)

(In accordance with section 608.408(3), Florida Statues, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)