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(Requestor's Name)

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(Address)

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PICK-UP WAIT MAIL

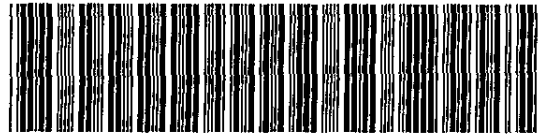
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2006

EDWARD CONRAD SAWYER
1413 NORTH 58 AVENUE
HOLLYWOOD, FL 33021

SUBJECT: MIAMI INTERNATIONAL ORCHID FESTIVAL, LLC
Ref. Number: W06000004281

We have received your document for MIAMI INTERNATIONAL ORCHID FESTIVAL, LLC and check(s) totaling \$78.75 of which \$78.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$46.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 506A00006004

EDWARD CONRAD SAWYER

**ATTORNEY AT LAW
FLORIDA BAR # 097838
1966**

1413 North 58th. Avenue
Hollywood, Florida
Zip: 33021

Email: LawSaw@bellsouth.net
Phone: (954) 983 - 8046
Fax: (954) 983-8894

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

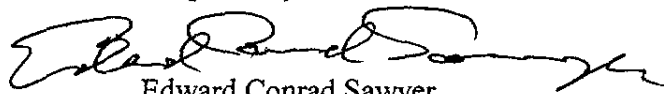
SUBJECT: MIAMI INTERNATIONAL ORCHID FESTIVAL, LLC

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing Fee and Certificate

FROM: Edward Conrad Sawyer
1413 North 58 Avenue.
Hollywood, FL 33021
(954) 983-8046

Please mail recorded documents to the undersigned.

Respectfully


Edward Conrad Sawyer

2005 FEB 15 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Guess I got
too creative
when I drafted
the original.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

I'd appreciate a copy
of the Division's
rules & charges.

I have

Ed Sawyer

January 27, 2006

EDWARD CONRAD SAWYER
1413 NORTH 58 AVENUE
HOLLYWOOD, FL 33021

SUBJECT: MIAMI INTERNATIONAL ORCHID FESTIVAL, LLC
Ref. Number: W06000004281

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Tammi Cline
Document Specialist

Letter Number: 506A00006004

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY,
NOT FOR PROFIT, TAX EXEMPT, COMPANY

ARTICLE I

The name and purpose of the Limited Liability Company is:

MIAMI INTERNATIONAL ORCHID FESTIVAL, LLC

The purpose of this not for profit, limited liability company is to promote the enhancement and dissemination of knowledge concerning the cultivation and preservation of orchid species and hybrids; and the better distribution of orchids by providing commercial growers a wider market and the general public the freest access to the greatest variety of orchid plants, supplies and orchid related items. To this end the corporation is committed to staging orchid shows and festivals that will bring together amateur, commercial and scientific members of the orchid community to share knowledge and to widely distribute the newest varieties of orchids available, both species and hybrids. As part of this effort the company seeks out and enables foremost experts from around the world to provide the latest taxonomic, genetic and cultural information on orchids. Commercial growers will be given the opportunity to market their products in a market place that is truly accessible to all interested parties. Orchid societies are encouraged to participate in and to assist with the actual management of events, stage orchid displays and recruit new members.

All proceeds from these shows and festivals or any other gainful activities of the company after expenses, that are not retained for future promotional activities, shall be distributed to orchid societies, universities, botanic gardens and other institutions dedicated to the advancement and enlargement of orchid knowledge, cultivation and distribution with preference toward not for profit organizations.

This company is intended to strictly conform to the rules and regulations governing an I.R.S., 501 c, (not for profit) company. Any provision of these articles of incorporation or any of the bylaws of the company that can be construed to be not in conformity with the

RCS

rules governing a 501 c company shall be considered null and void. No officer, employee, agent or representative of the company shall act in any manner that is in contravention to the rules governing a 501 c (not for profit) company.

Upon the dissolution of this company any remaining assets of the company shall be distributed only to another 501 c company.

ARTICLE II

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

25000 SW 162 Avenue
Homestead, FL 33031

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The number of shares of stock that this company is authorized to have is 500 at no par value.

ARTICLE IV

Registered Agent, Registered Office & Registered Agent's signature

The name and the Florida street address of the registered agent are:

Edward Conrad Sawyer, Esq.
1413 North 58 Avenue
Hollywood, FL 33021

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 – Edward Conrad Sawyer, Esq.

ARTICLE V
Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

Martin Motes – 25000 SW 162 Avenue, Homestead, FL 33031 – Managing Member

Mary Motes – 25000 SW 162 Avenue, Homestead, FL 33031 – Member

Warren Kelly – 34799 SW 188 Road, Homestead, FL 33034 – Member



Signature of a member or authorized representative of a member

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

The signee is: Edward Conrad Sawyer, Esq. FL Bar # 097838

This document prepared by:
Edward Conrad Sawyer, Attorney at Law
FL Bar # 097838, (954) 938-804
1413 N 58 Ave. Hollywood, FL 33021

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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