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2006 APR -7 P 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 5, 2006

Florida Department of State
Division of Corporations

Tallahassee, FL

Re: SoleFX, L.L.C.

Gentlemen:

We are enclosing the Articles of Organization for SoleFX, L.L.C. Additionally we are enclosing an acceptance of registered agent and a check in the amount of \$125.00 to cover the filing fees.

Will you please file these articles and notify us that the L.L.C. has been filed for record with your office. If you need anything else, please let us know.

Very truly yours,



Richard S. Russell

RSR:bm

Enclosures

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
of
SoleFX, L.L.C.

The undersigned certifies that he has this document for the purpose of creating a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be SoleFX, L.L.C., and its principal office shall be located at One South Ocean Blvd., Suite 324, in the City of Boca Raton, County of Palm Beach, State of Florida 33432, 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

PURPOSES 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 business 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, goodwill, 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

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SPECIAL AGENT
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

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 to 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.

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 constructed 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 constructed 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 law, 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 member of this Limited Liability Company. This Article may be amended from time to time in the Regulations of the Limited Liability Company by a vote of the member 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 a successor is elected and qualified is as follows:

NAME

JOHN D. HODGEMAN

ADDRESS

2461 Queen Palm Road
Boca Raton, FL 33432

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the Limited Liability Company by the one (1) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Future Members will make contributions in equal shares.

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 distribution of the share of the profits. The distribution of the share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the Limited Liability Company, the month and day of the commencement date being August 1st.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This Limited Liability Company shall exist 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

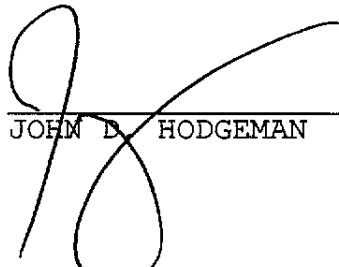
The address of the initial registered office of the Limited Liability Company is One South Ocean Blvd., Suite 324, City of Boca Raton, County of Palm Beach, State of Florida 33432, and the name of the Company's initial Registered Agent at that address is JOHN D. HODGEMAN.

The undersigned, being the original member of the Limited

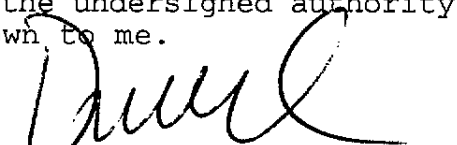
Liability Company, certifies that this instrument constitutes the
proposed Articles of Organization of SoleFX, L.L.C. He further
certifies that he is the original and named registered agent at the
registered office of the L.L.C.

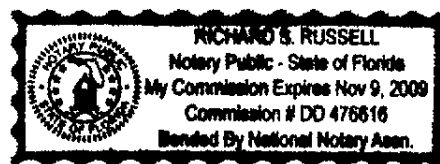
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APR 7 2006
TALLAHASSEE, FLORIDA

Executed by the undersigned at Boca Raton, Florida,
on April 5, 2006.


JOHN D. HODGEMAN

Sworn to and subscribed before me the undersigned authority by JOHN
D. HODGEMAN who is personally known to me.


RICHARD S. RUSSELL
Notary Public-State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT OF
SOLEFX, L.L.C.**

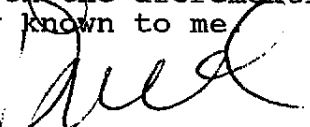
The undersigned JOHN D. HODGEMAN hereby accepts the appointment by SoleFX. L.L.C. as the Registered Agent for the Limited Liability Company and states that he is familiar with, and accepts, the obligations of the position as provided for in F.S. 608.415. He further states that his address is the same as the registered office of the L.L.C., to wit: One South Ocean Blvd., Suite 324, Boca Raton, Florida 33432.

Dated this 5th day of April 2006 at Boca Raton, FL.



JOHN D. HODGEMAN

Sworn to and subscribed before me on the aforementioned date by JOHN D. HODGEMAN who is personally known to me.



RICHARD S. RUSSELL
Notary Public - State of Florida

