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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DAVINCI CAPITAL GROUP, LLC

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ARTICLES OF ORGANIZATION

OF

DAVINCI CAPITAL GROUP, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act (the "Act"), hereby adopts the following Articles of Organization.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is DAVINCI CAPITAL GROUP, LLC, and its principal office and mailing address is 4030 Henderson Blvd. Tampa, Florida 33629.

ARTICLE 2: DURATION

The duration of the Company is perpetual.

ARTICLE 3: PURPOSE

This Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located at 4030 Henderson Blvd. Tampa, Florida 33629 and the name of the initial registered agent is William R. Wren.

ARTICLE 5: MANAGEMENT: INITIAL MEMBERS

The management of the Company shall be vested in managers of the Company, as from time to time elected by the members of the Company who may, but need not, be a member. The number of managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the initial managers are:

<u>NAME</u>	<u>ADDRESS</u>
William R. Wren	4030 Henderson Blvd. Tampa, Florida 33629
Denphal Ventures, LLC	3314 Henderson Blvd. #203, Tampa, Florida 33609

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
(727) 822-2033

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ARTICLE 6: LIMITATION OF AGENCY AUTHORITY OF MEMBERS

ARTICLE 7: ADMISSION OF ADDITIONAL MEMBERS

ARTICLE 8: OPERATING AGREEMENT

ARTICLE 9: TRANSFERABILITY OF MEMBER'S INTEREST

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 11th day of April, 2006.

By: Richard R. Shaker
Richard R. Shaker, Member

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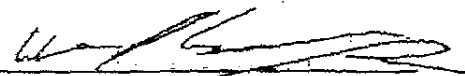
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AGENT

ACCEPTANCE BY REGISTERED

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of DAVINCI CAPITAL GROUP, LLC, set forth above, 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.

Dated this 11th day of April, 2006.



William R. Wren, Registered
Agent

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