

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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CERTIFIED COPY _____

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FILING L.C.

1.) Sponge Company of America L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

FILED
05 JUL 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/23/96--01069--005
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05 JUL 22 AM 11:16
DIVISION OF CORPORATION

"When you need ACCESS to the world"
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D. BROWN JUL 22 1996

**ARTICLES OF ORGANIZATION
OF
SPONGE COMPANY OF AMERICA, L.C.**

FILED
96 JUL 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

1. Name.

The name of the limited liability company ("Limited Liability Company") is:
SPONGE COMPANY OF AMERICA, L.C.

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from date of filing until the first to occur of the following:

- a. Twenty (20) years from the date of filing of these Articles of Organization with the Department of State, or
- b. Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. Purpose.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The address of the place of business in Florida for the Limited Liability Company is:

100 Second Avenue South, Suite 105
St. Petersburg, FL 33701

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Mr. Charles D. Herold
100 Second Avenue South, Suite 105
St. Petersburg, Florida 33701

6. Capital Contributions.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred (\$100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

7. Additional Contributions.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these

Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members.

Members may admit additional members in accordance with the regulations as set out in the Limited Liability Company Operating Agreement.

9. Continuity of Business.

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

10. Management.

The Limited Liability Company is to be managed by a manager, or manager(s). The name and address of such manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualified are as follows:

Mr. Charles D. Herold
100 Second Avenue South, Suite 105
St. Petersburg, FL 33701

The election annually by the members of SPONGE COMPANY OF AMERICA, L.C., of the manager(s) of the Limited Liability Company shall be in accordance with the regulations as set out in the Limited Liability Company operating agreement.

11. Regulations of the Company.

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the manager(s) of the Company, subject to the provisions of Florida Statute 608.423.

Executed at St. Petersburg, Florida on July 19, 1996.



Charles D. Herold, Member

STATE OF FLORIDA)
 §
COUNTY OF PINELLAS)

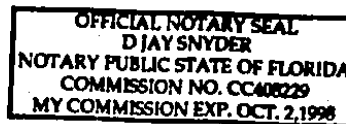
BEFORE ME, the undersigned authority, personally appeared CHARLES D. HEROLD to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of July, 1996.



NOTARY PUBLIC, State of Florida
My Commission Expires:

(SEAL)



AFFIDAVIT OF MEMBER(S)
CHARLES D. HEROLD
SPONGE COMPANY OF AMERICA, L.C.

BEFORE ME, the undersigned authority, personally appeared CHARLES D. HEROLD, who upon being duly sworn, deposes and says as follows:

1. I am a resident of St. Petersburg, Florida, am over 21 years of age, and have personal knowledge of the facts stated in this Affidavit.
2. SPONGE COMPANY OF AMERICA, L.C., a Florida limited liability company, ("Limited Liability Company") to be formed in accordance with FL. STAT. ann. § 608.401 *et seq.*
3. I will be a member of the Limited Liability Company within upon its of the formation of the Limited Liability Company.
4. The Limited Liability Company will have two (2) or more members upon its formation.
5. The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred (\$100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company as of the date of this affidavit.

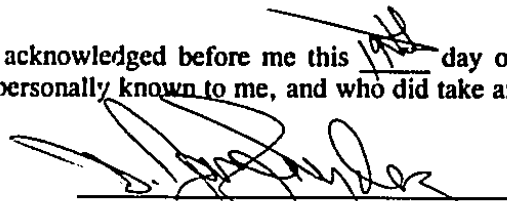
FURTHER AFFIANT SAYETH NOT.



CHARLES D. HEROLD
Member

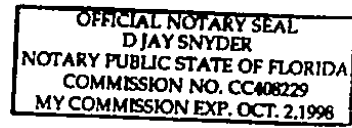
STATE OF FLORIDA)
 §
COUNTY OF PINELLAS)

THE FOREGOING instrument was acknowledged before me this 14th day of July, 1996, by CHARLES D. HEROLD, who is personally known to me, and who did take an oath.



NOTARY PUBLIC
My Commission Expires:

(SEAL)



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SPONGE COMPANY OF AMERICA, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by SPONGE COMPANY OF AMERICA, L.C.

Executed this 19th day of July, 1996.



CHARLES D. HEROLD
Registered Agent

SPONGE COMPANY OF AMERICA, L.C.

By:



CHARLES D. HEROLD,
Operations Manager

96 JUL 22 PH 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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