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1-7-97 MARIA
Requestor's Name: Louis Davis Huss
Address: 9703 S. Dixie Hwy. # 3J
Miami, FL 33156
City State ZIP Phone: 668-4877

VALIDATION ONLY

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-01/14/97--01027--006
****285.00 ****285.00

CORPORATION(S) NAME

Advanced Marketing Services International, L.C.

FILED
97 JAN -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

EFFECTIVE DATE
1-7-97

RECEIVED
97 JAN -8 AM 10:33
VISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

EFFECTIVE DATE

1-2-97

FILED
97 JAN -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ADVANCED MARKETING SERVICES INTERNATIONAL, L.C.
a limited liability company**

Each undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is **ADVANCED MARKETING SERVICES INTERNATIONAL, L.C.**

ARTICLE II

1. This limited liability company is to exist until December 31, 2026.
2. The existence of this limited liability company shall commence on the date these Articles are executed.

ARTICLE III

The name of the initial registered agent and the street address of the initial registered office are as follows:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
Michael Sullivan	10540 N.W. 26 Street, #G-305 Miami, FL 33172

Louis David Huss, Esquire
Florida Bar No. 372188

ARTICLE IV.

The initial Operating Agreement shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the members of the limited liability company in the manner set forth in the Operating Agreement.

ARTICLE V.

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions;

2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE VI.

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

<u>Street Address</u>	<u>Mailing Address</u>
10540 N.W. 26 Street Suite G-305 Miami, FL 33172	10540 N.W. 26 Street Suite G305 Miami, FL 33172

ARTICLE VII.

The business of this limited liability company is to be managed by the Members. The name and street address of the Louis David Huss, Esquire
Florida Bar No. 372188

Managing Members are as follows:

<u>Name:</u>	<u>Street Address:</u>
a) Michael Sullivan	10540 N.W. 26 Street, #G-305 Miami, FL 33172
b) Martin Seymour	Week Nurseries Barracot Near Barnstable, U.K. EX 31355
c) Thiery Delapre	22041 Islander Lane Huntington Beach, CA 92646

IN WITNESS WHEREOF, each individual has hereunto
executed these Articles of Organization this 2 day of
January, 1997, Miami, Florida.


MICHAEL SULLIVAN
AUTHORIZED REPRESENTATIVE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY,
AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.


MICHAEL SULLIVAN,
Registered Agent

Louis David Huss, Esquire
Florida Bar No. 372188

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
ADVANCED MARKETING SERVICES INTERNATIONAL, L.C.**

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared MICHAEL SULLIVAN, upon being duly sworn, certified as follows:

1. He is a member of ADVANCED MARKETING SERVICE INTERNATIONAL, L.C.

2. ADVANCED MARKETING SERVICE INTERNATIONAL, L.C. is a limited liability company which has at least three (3) members;

4. A description and agreed upon value of property contributed by the members is as follows:

<u>Description</u>	<u>Agreed Upon Value</u>
the assets & liabilities of Advanced Marketing International, Inc., a Florida corporation	\$500,000

5. No additional cash is to be contributed by any of the members.

6. A description and agreed upon value of additional property to be contributed by the members is as follows:

<u>Description</u>	<u>Agreed Upon Value</u>
None	None

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best

Louis David Huss, Esquire
Florida Bar No. 372188

of my knowledge and belief.

Michael Sullivan
MICHAEL SULLIVAN

Dated:

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2 day of January, 1997, by MICHAEL SULLIVAN a member of ADVANCED MARKETING SERVICES INTERNATIONAL, L.C., a Florida limited liability company, on behalf of himself and the company.

He is (check one) _____ personally known to me or has produced a Fla Drivers License as identification.

Irwin B. Freund
(Signature of Person Taking Acknowledgment)

Irwin B. Freund
(Name of Acknowledger Typed, Printed or Stamped)

(Title or Rank)

(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires:

Louis David Huss, Esquire
Floria Bar No. 372188



OFFICIAL SEAL
IRWIN B. FREUND
My Commission Expires
Jan. 28, 1997
Comm. No. CC 257806

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