

MICHAEL FELDENKRAIS, P.A.

Attorney at Law
12000 Biscayne Blvd. - Suite 220
North Miami, Florida 33181
Tel. (305) 892-9565 - Fax (305) 892-9562

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FEDERAL EXPRESS NO. 4312968181

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Northern Lights International, L.C.
Our Client File Number 5268(a)

400002101394--7
-02/28/97--01100--002
****285.00 ****285.00

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of the above-referenced Limited Liability Company:

1. Original and copy of Articles of Organization of Northern Lights International, L.C.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Registered Office.
4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the enclosed stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

MICHAEL FELDENKRAIS, P.A.

[Signature]
MICHAEL FELDENKRAIS

Enclosures
5286

[Signature] 3/6

FILED
97 FEB 28 PM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
NORTHERN LIGHTS INTERNATIONAL, L.C.**

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ARTICLE I
NAME

The name of the Limited Liability Company is Northern Lights International, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Michael Feldenkrais, P.A., Michael Feldenkrais, Esq., 12000 Biscayne Blvd. Suite 220, N. Miami, Florida 33181.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Chris Paul Holmes, whose address is 23031 Floralwood Lane, Boca Raton, Florida 33433.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant

membership to any person.

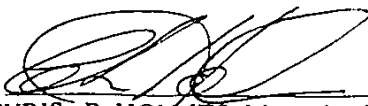
ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of NORTHERN LIGHTS INTERNATIONAL, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two Members.
2. The total amount of cash contributed by the Members is \$100.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.


CHRIS. P. HOLMES, Managing Member
(In accordance with Section 608.408(3), Florida Statutes,
the execution of this affidavit constitutes an affirmation under
the penalties of perjury that the facts stated herein are true)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is NORTHERN LIGHTS INTERNATIONAL, L.C.

2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, P.A.
12000 Biscayne Boulevard
Suite 220
Miami, Florida 33181

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.



MICHAEL FELDENKRAIS, P.A.

2/21/97
DATE
FILED
97 FEB 28 PM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA