19800000170

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

February 5, 1998

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: DePietro & Cook Exports Worldwide, L.C.

100002424081--3 -02/06/98--01114--001 *****293.75 *****293.75

Enclosed is an original and one (1) copy.

CM

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit \$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed.

Please send one check for the total amount made payable to the Florida Department of State.

FROM:

Suzanne M. Cook 625 Sanderling Dr. Indialantic, FL 32903 407-779-0369

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Depietro & Cook Exports Worldwide, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

625 Sanderling Dr Indialantic, FL 32903

ARTICLE III - Duration:

The period of duration for the Limited Liability Compashall be:

Perpetual

ARTICLE IV - Management: (check and complete the appropriate statement)

O The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

O The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Suzanne M. Cook 625 Sanderling Dr. Indialantic FL 32903

Pamela K. DePietro 2038 Bottlebrush Drive Melbourne FL 32935

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

New members shall be admitted upon unanimous vote of the Members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in DeCo Exports Worldwide L.C. by unanimous vote of the then remaining members.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

DePietro & Cook Exports Worldwide, L.C.

2. The name and address of the registered agent and office is:

Suzanne M. Cook (Name)

625 Sanderling Dr.

Indialantic, Florida 32903
(Address)

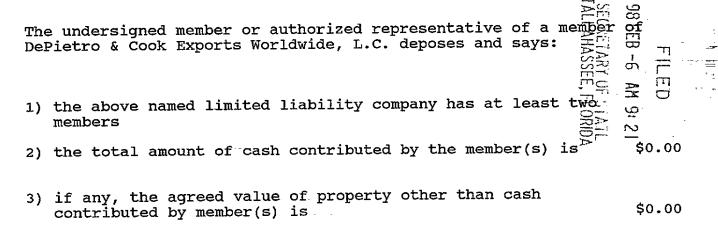
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Geranne M. Cook (SIGNATURE)

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS



4) the amount of cash or property anticipated to be contributed by member(s) is \$500.00 This total includes amounts from 2 and 3 above.

Signature of a member or authorized representative of a member

Date

By:

Suzanne M. Cook. 625 Sanderling Dr. Indialantic, Florida 32093 407-779-0369

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.