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LAW OFFICES OF
BLASI & PIKE, P.A.
ARVIDA PARKWAY CENTER • SUITE 445
7900 GLADES ROAD
BOCA RATON, FLORIDA 33434

ANDREW B. BLASI
THERESE A. PIKE

(561) 483-8700
FACSIMILE (561) 483-3387

February 17, 1998

Via Overnight Courier
Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: CORRUPAL, L.C.

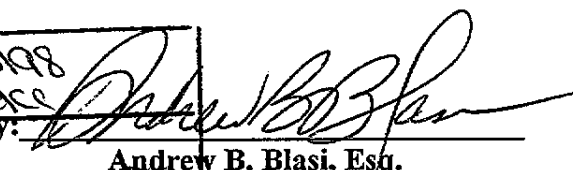
Dear Sir or Madam:

Please find enclosed for filing Articles of Organization for the subject Limited Liability Company. Also enclosed is our check in the amount of \$285.00 to cover the filing fee. Please return our certified copy of the Articles of Organization to this office in the enclosed, postage prepaid return envelope which we are providing you for such purpose.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

BLASI & PIKE, P.A.

Name	2/18/98
Availability	See
By:	
Document Examiner	Andrew B. Blasi, Esq. DCC
Number	ABB/ab
Number	
Verifier	
Acknowledgement	DCC
ABB/ab	
W. P. Verifier	DCC

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LAW OFFICES OF
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March 6, 1998

Diane Cushing, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CORRUPAL, L.C.

Dear Ms. Cushing:

Further to your letter dated February 20, 1998, a copy of which I enclose herewith for your reference, please find enclosed the Schedule to Affidavit of Membership detailing the Industrial Equipment contributed to the Company by the Members.

I trust this information will be sufficient to enable you to complete the processing of the Articles of Organization for this Company. Certainly, if you have any questions, please call.

Very truly yours,



ANDREW B. BLASI, ESQ.
For The Firm



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 20, 1998

ANDREW B. BLASI, ESQ.
BLASI & PIKE, P.A.
7900 GLADES ROAD, SUITE 445
BOCA RATON, FL 33434

SUBJECT: CORRUPAL, L.C.
Ref. Number: W98000003837

We have received your document for CORRUPAL, L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

Any time you have the agreed value of property other than cash contributed you must give a description of the property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00009891

ARTICLES OF ORGANIZATION FOR CORRUPAL, L.C.

ARTICLE I NAME AND PURPOSE

The name of the Limited Liability Company being herewith formed pursuant to and in accordance with the provisions of Section 608.407(1), Florida Statutes, is CORRUPAL, L.C. The purpose of this limited liability company is to conduct all such activities as are permissible under law.

ARTICLE II ADDRESS

The mailing address of CORRUPAL, L.C. is P.O. Box 223393, Hollywood, Florida 33022-3393, and the street address of CORRUPAL, L.C. is 462 N.E. 210 Circle Terrace, Building #9, Suite 102, North Miami, Florida 33179.

ARTICLE III DURATION

The period of duration for CORRUPAL, L.C. shall be FIFTY (50) years, unless sooner dissolved in a manner provided by law or by the unanimous written agreement of all the members.

ARTICLE IV MANAGEMENT

The management of CORRUPAL, L.C. shall be reserved to the members, whose names and addresses are:

1. YVAN QUIRION
66 Veillette Street
St. Constant, Quebec, Canada J5A 1P3
2. ARNOLD GILBERT
462 N.E. 210 Circle Terrace
Building #9, Suite 102
North Miami, Florida 33179

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and conditions of such admissions, shall be determined by the unanimous consent of the members.

ARTICLE VI
REMAINING MEMBERS RIGHT TO CONTINUE BUSINESS

The right of the remaining members to continue the business of the Company 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 CORRUPAL, L.C. shall be determined by the unanimous consent of all remaining members.

ARTICLE VII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be in such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Section 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall be also signed by the member so added.

ARTICLE VIII
REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members. Regulations adopted by the members may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed.

ARTICLE IX
INFORMAL ACTION OF MEMBERS

Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

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**ARTICLE X
TRANSFERABILITY OF MEMBER'S INTEREST**

An interest of a member of this Company may not be transferred or assigned without the unanimous written consent of all of the members.

**ARTICLE XI
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL**

(1) A member shall not receive out of the Company any property or any part of its contribution to capital until:

(a) all liabilities of the Company, except liabilities to members on account of their contribution to capital, have been paid or sufficient property of the Company remains to pay them,

(b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these Articles of Organization are canceled amended as to set out the withdrawal reduction.

(2) A member shall be entitled to the return of its contribution in accordance with the following percentage ownership interests of the members.

<u>NAME</u>	<u>PERCENTAGE OF OWNERSHIP INTEREST</u>
1. Yvan Quirion 66 Veillette Street St. Constant, Quebec, Canada J5A 1P3	50%
2. Arnold Gilbert 462 N.E. 210 Circle Terrace Building #9, Suite 102 North Miami, Florida 33179	50%

**ARTICLE XII
PROFITS AND LOSSES**

The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting the Company's business. Each member shall be entitled to a distributive share of the Company's

profits in amount equal to their percentage of ownership interest set forth in Article XI. The distributive share of the profits shall be determined and paid to the members on such periodic basis as the members shall unanimously determine, but in no event less frequently than annually. Any losses that occur in the operation of the Company's business shall be paid out of the Company's capital.

**ARTICLE XIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 7900 Glades Road, Suite 445, Boca Raton, Florida 33434. The name of the Company's initial registered agent at that address is Law Offices of Blasi & Pike, P.A.

IN WITNESS WHEREOF, the undersigned members of CORRUPAL, L.C. hereby set their hands and seals unto these Articles of Organization by execution of the undersigned members, effective as of this 9th day of February, 1998.

MEMBERS:


YVAN QUIRION


ARNOLD GILBERT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 3:35

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 9th day of February, 1998, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared YVAN QUIRION and ARNOLD GILBERT, [] who are personally known to me, or [X] who have produced resident/alien cards w/picture i.d., as identification, the persons described in and who executed the

foregoing instrument, and [☒] who did [☐] who did not take an oath.

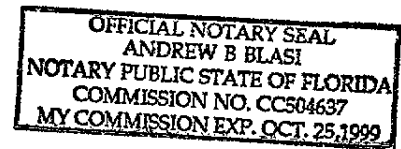
WITNESS my hand and official seal in the State and County last aforesaid this 9th day of February, 1998.



Notary Public, State of _____
ANDREW B. BLASI

(Print Name of Notary)

My commission expires:



CORRUPAL, L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of CORRUPAL, L.C. herewith depose and state:

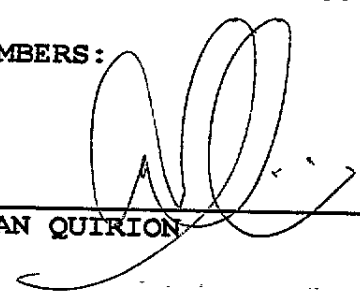
1. The above-named Florida limited liability company has at least two (2) members.

2. The total amount of cash contributed by the members is: \$35,000.00

3. The agreed value of property other than cash contributed by the members is \$65,000.00.

4. The total amount of cash and/or property anticipated to be contributed by members is \$100,000.00. This total amount includes the amounts from Paragraphs 2 and 3 above.

MEMBERS:


YVAN QUIRION


ARNOLD GILBERT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 9th day of February, 1998, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared **YVAN QUIRION and ARNOLD GILBERT**, [] who are personally known to me, or [X] who have produced resident/alien cards w/picture i.d., as identification, the persons described in and who executed the foregoing instrument, and [X] who did [] who did not take an oath.

WITNESS my hand and official seal in the State and County last
aforesaid this 9th day of February, 1998.

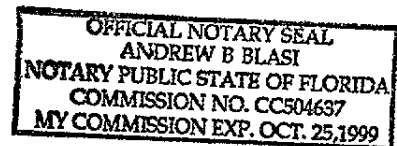


Notary Public, State of _____

ANDREW B. BLASI

(Print Name of Notary)

My commission expires:



CORRUPAL, L.C.

Schedule to Affidavit of Membership and Contributions

INDUSTRIAL EQUIPMENT

Three (3) Hydraulic Presses (P.C. 5000)
Three (3) Glue Guns
One (1) Band Saw
One (1) Laminator

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**CORRUPAL, L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is **CORRUPAL, L.C.**

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

**Law Offices of Blasi & Pike, P.A.
7900 Glades Road, Suite 445
Boca Raton, FL 33434**

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.

LAW OFFICES OF BLASI & PIKE, P.A.

BY: _____

ANDREW B. BLASI, PRESIDENT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 9th day of February, 1998, before me, an officer duly authorized in the State of Florida, County of Palm Beach aforesaid to take acknowledgments, personally appeared Andrew B. Blasi, who is the President of Law Offices of Blasi & Pike, P.A. and who is personally known to me, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath, on behalf of said professional corporation.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 9th day of February, 1998.

My Commission Expires:

Notary Public, State of Florida

(Print Name of Notary)

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