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CONTACT: CORINNE P MCCLURE

FAX #: (941) 263-0703

PHONE: (941) 649-3186

NAME: KDE INTERNATIONAL, L.L.C.

AUDIT NUMBER.....H98000009837

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY
OF
KDE INTERNATIONAL, L.L.C.

ARTICLE I

Name

The name of this Limited Liability Company is KDE INTERNATIONAL, L.L.C.

ARTICLE II

Address

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

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, FL 34103

ARTICLE III

Duration

The period of duration for the Limited Liability Company is perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood, 3001 Tamiami Trail North, Naples, FL 34103, and its initial registered agent at such office shall be Joel H. Schechter, Esq.

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

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ARTICLE V
Management

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

948-47155
KDE International, Inc.
c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, FL 34103

ARTICLE VI
Admission of Additional Members:

Additional members will be admitted only with the unanimous consent of all Members upon such terms as are unanimously agreed to by all Members.

ARTICLE VII
Members Rights to continue Business:

The remaining members of the limited liability company shall 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 the limited liability company.

Dated this 27 day of May, 1998.

KDE INTERNATIONAL, L.L.C.

By: KDE INTERNATIONAL, INC.

By: [Signature]
Elliot Metrick, President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KDE INTERNATIONAL, L.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 at this time is: \$2,000.00
3. If any, the agreed value of property other than cash contributed by members is: \$-0-.
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members in the future is:
\$-0-.
5. The total amounts of 2, 3 and 4 is \$2,000.00.

Dated: May 27, 1998

KDE INTERNATIONAL, L.L.C.

By: KDE INTERNATIONAL, INC.

By: [Signature]
Elliot Metrick, President

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.

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**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: KDE INTERNATIONAL, L.L.C.
2. The name and address of the registered agent and office is:

Joel H. Schechter, Esq.
c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, FL 34103

*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.*

DATED: May 21, 1998.


Joel H. Schechter, Registered Agent

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