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May 28, 1998

FEDERAL EXPRESS NO. 806105124737

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

RE: Sunangels, L.C.
Our Client File Number 9999/99

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 Sunangels, 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 self-addressed stamped envelope provided. Thank you for your
prompt attention to this matter.

Cordially,
BECKER & POLIAKOFF, P.A.

MICHAEL FELDENKRAIS

L98-797

Name	W. P. Verifier
Availability	6-5
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
SUNANGELS, L.C.**

ARTICLE I
NAME

The name of the Limited Liability Company is Sunangels, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Geeta Dias, 4801 N.W. 7th Street, Suite 707, Miami, Florida 33126.

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 two Managing Members and the name and address of the Managing Members are Suresh S. Punjabi, whose address is 4801 N.W. 7th Street, Suite 707, Miami, Florida 33126 and Geeta Dias, whose address is 4801 N.W. 7th Street, Suite 707, Miami, Florida 33126.

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.

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TALLAHASSEE, FLORIDA

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.

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TALLAHASSEE, FLORIDA


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Sunangels, 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.


SURESH S. PUNJABI, 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)


GEETA DIAS, 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)

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**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 Sunangels, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

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

5-21-98
DATE

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