



**THE UNITED STATES
CORPORATION
COMPANY**

L98000001387

ACCOUNT NO. : 072100000032

REFERENCE : 914690 8306A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 AUG -4 PM 2:49

ORDER DATE: August 3, 1998

ORDER TIME: 8:44 AM

ORDER NO. : 914690-005

CUSTOMER NO: 8306A

CUSTOMER: Ross Manella, Esq
MANELLA & KLAPHOLZ, LLP.

(5)

W98-17647

Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

200002606782--5

DOMESTIC FILING

NAME: PLYL, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 AUG -4 AM 11:05
DIVISION OF CORPORATION

BN
8/4/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1998

STACY L. EARNEST
CSC
TALLAHASSEE, FL

SUBJECT: PLYL, LLC
Ref. Number: W98000017647

RESUBMIT

Please give original
submission date as file date.

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We have received your document for PLYL, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 898A00040689

Affidavit included - aut. - re-name

RECEIVED
98 AUG -7 AM 10:00
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

ARTICLE I - NAME

The name of the Limited Liability Company is PLYL, LLC

ARTICLE II - ADDRESS

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

c/o Ross H. Manella, Esq.
Weston Corporate Centre
2500 Weston Road
Suite 220
Weston, Florida 33331

ARTICLE III - DURATION

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

ARTICLE IV - 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:

Yves Lussier
3080, boul, Le Carrefour
Bureau 502
Laval, Quebec, Canada H7T 2K9

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional
members and the terms and conditions of the admissions shall be,
upon unanimous consent of all of the members, additional members
may be admitted.

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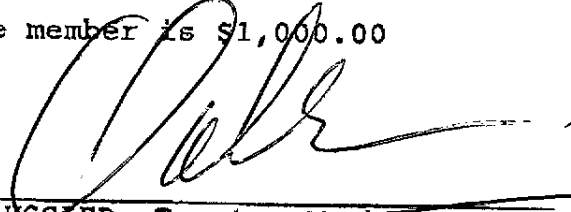
ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

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 heirs, beneficiaries and/or personal representative, executor or trustee of the member's estate who may continue the membership of a deceased member.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PLYL, LLC certifies:

1. The above named Limited Liability Company has at least one (1) member.
2. The total amount of cash contributed by the member is \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by the member is: N/A
4. The total amount of cash and property contributed and anticipated to be contributed by the member is \$1,000.00


YVES LUSSIER, ~~Trustee~~ 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 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is PLYL, LLC
2. The name and the Florida street address of the Registered Agent are:

Ross H. Manella, Esq.
Weston Corporate Centre
2500 Weston Road
Suite 220
Weston, Florida 33331

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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.



ROSS H. MANELLA, Registered Agent