

KIRKPATRICK & LOCKHART LLP
L9800000/1502

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August 11, 1998

Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

300002617303--6
-08/17/98--01072--001
****337.50 ****337.50

Re: Innovative Source Group, LLC

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$337.50 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

FILED
AUG 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Jan E. Blanck,
Lawyer's Assistant to Richard C. Bulman, Jr.

cc: Richard C. Bulman, Jr., Esq.

L98-1502

Name	CP 8-19
Availability	CP
Document Examiner	CP
Updater	CP
Updater	CP
Verifier	CP
Acknowledgment	CP
W. P. Verifier	CP

FF \$285.00
CC 52.50

MI-65122.01

**ARTICLES OF ORGANIZATION
OF
INNOVATIVE SOURCE GROUP, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a Member of Innovative Source Group, LLC, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I.
NAME**

The name of this limited liability company (the "Company") is Innovative Source Group, LLC.

**ARTICLE II.
ADDRESS**

The mailing and street address of the principal office of the Company shall be 4061 SW 47th Avenue, Fort Lauderdale, Florida 33314-4023.

**ARTICLE III.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131, and that registered agent for the Company at that address shall be Gregg J. Breitbart.

**ARTICLE IV.
DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

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ARTICLE VI.

ORGANIZOR

The name and street address of the organizer to these Articles of Organization are
Maureen Ricciardi, 4061 SW 47th Avenue, Fort Lauderdale, Florida 33314-4023.

ARTICLE VII.

MANAGEMENT BY MANAGERS

The Company shall be managed by managers (the "Managers") as further provided in the Operating Agreement. Except as specifically authorized by the Managers, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The names and addresses of such Managers who are to serve as Managers of the Company until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. Barry Spring	4061 SW 47 th Avenue Fort Lauderdale Florida 33314-4023
2. Maureen Ricciardi	4061 SW 47 th Avenue Fort Lauderdale, Florida 33314-4023
3. Brian Tedesco	4061 SW 47 th Avenue Fort Lauderdale, Florida 33314-4023
4. Mitchell Yeckes	4061 SW 47 th Avenue Fort Lauderdale, Florida 33314-4023

ARTICLE VIII.

ADMISSION OF NEW MEMBERS

The Company may admit new Members, and a Member may transfer his or her membership units (each, a "Unit"), on the terms and conditions provided in the Operating Agreement.

ARTICLE IX.

DISSOLUTION

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

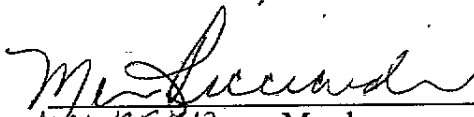
ARTICLE X.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

ARTICLE XI.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5th day of August, 1998

By: 
Name: MAUREEN, Member
RICCIARDI

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
INNOVATIVE SOURCE GROUP, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 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: INNOVATIVE SOURCE GROUP, LLC
2. The name and address of the registered agent and office are Gregg J. Breitbart, c/o Kirkpatrick & Lockhart, LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, FL 33131.

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.

Maurice Ricciardi
(Signature)

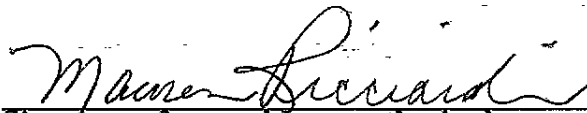
8/5/98
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Innovative Source Group, LLC., 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: \$75,000
- 3) if any, the agreed value of property other than cash contributed by members is: \$75,000
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 is: \$ 0
- 5) the total amount of 2, 3 and 4 is: \$150,000



Signature of a member or authorized representative of a 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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Description of Property - Innovative Source Group, LLC

Inventory

Canon 600 colorprint heads (1000 heads at \$75 per head; MSLP - \$89 per head)

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TALLAHASSEE, FLORIDA