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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: ALPITEX LIMITED COMPANY AUDIT NUMBER.....H98000016830 DOC

TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0

PAGES..... 5 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..

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**ARTICLES OF ORGANIZATION
OF
ALPITEX LIMITED COMPANY**

ARTICLE I

NAME

The name of this limited liability company is ALPITEX LIMITED COMPANY referred to in these Articles of Organization as the "Company".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Company shall be:

7129 Lake Island Drive
Lake Worth, FL 33467

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2038. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

Prepared by:
Law Offices of Steven Garellek, P.A.
7000 West Palmetto Park Road, #400
Boca Raton Florida 33433
Fla. Bar No. 0962480
Tel. (561) 391-3344

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office shall be 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433. The initial registered agent for the Company at that address shall be Steven Garellek.

ARTICLE V

MANAGEMENT BY MANAGERS

The Company will be managed by managers and the names and addresses of such managers are:

Ali Erhan Gurus 7129 Lake Island Drive
Lake Worth, FL 33467

Ozlem Gurus 7129 Lake Island Drive
Lake Worth, FL 33467

ARTICLE VI

ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the consent of the managers.

ARTICLE VII

MEMBERS RIGHT TO CONTINUE BUSINESS

The members of the 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 Company provided that in no event shall the business continue after December 31, 2038 (unless such date is postponed by articles of amendment) and provided that the Company shall always have at least two members.

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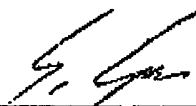
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P. 4

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 2nd day of September, 1998.



ALLERHAN GURUS
Authorized representative of a member

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **ALPITEX LIMITED COMPANY** at the place designated in the Articles of Organization, 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: September 2, 1998


STEVEN GARELLEKFILED
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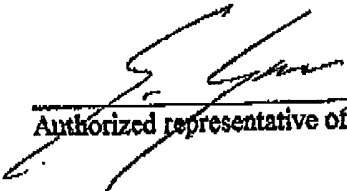
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Alpitex Limited Company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.


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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