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**PAULICH, SLACK & WOLFF, P.A.**

*Attorneys at Law*

December 30, 1998

**CERTIFIED MAIL/RETURN RECEIPT REQUESTED**  
(Z 056 153 626)

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Marchand Promotional Group, LLC**

000002732330--2  
-01/06/99--01083--001  
\*\*\*\*285.00 \*\*\*\*285.00

Ladies/Gentlemen:

Please file the enclosed documents on behalf of Marchand Promotional Group, LLC:

1. Articles of Organization of Marchand Promotional Group, LLC;
2. Certificate of Designation of Registered Agent;
3. Check in the amount of \$285.00 payable the Florida Department of State representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.

Casey Wolff

L99000000373

**CASEY WOLFF**

Admitted in Florida and Pennsylvania

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103

941-261-0544 • Fax 941-261-3849

E-mail: caseywolff@aol.com

Name	1/22/99
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Acknowledgement	DCC
W. P. Verifier	DCC

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99 JAN -6 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I  
NAME

The name of the Limited Liability Company is:

Marchand Promotional Group, LLC

ARTICLE II  
ADDRESS

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

12425 Union Road  
Naples, FL 34114

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 the members and the name and address of the managing member is:

J.J. Marchand  
Marchand Promotional Group, LLC  
12425 Union Road  
Naples, FL 34114

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Upon approval by 67% of the Members, the company is authorized to issue additional Units in the company and to admit Additional Members to the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI  
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining 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 Limited Liability Company.

ARTICLE VII  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Marchand Promotional Group, LLC certifies:

1. The above named limited liability company has at least one member
2. The total amount of cash contributed by the member(s) is \$20,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$0. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$20,000.00. This total includes amounts from 2 and 3 above.

**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.**

These Articles are executed this 31 day of Dec, 1998 by the undersigned Initial Members of Marchand Promotional Group, LLC, pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 *et. seq.*

  
Member or Authorized Representative

LEON J. MARCHAND  
Printed Name of Member or  
Authorized Representative

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TALLAHASSEE, FLORIDA

**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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

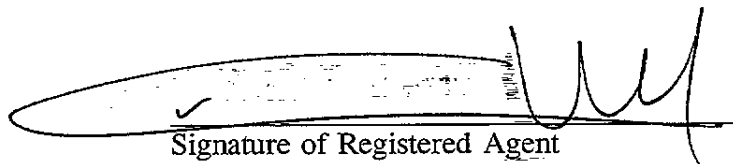
**Marchand Promotional Group, LLC**

2. The name and address of the registered agent and office is:

Casey Wolff, Esq.  
Paulich, Slack & Wolff, P.A.  
801 Anchor Rode Drive, Suite 203  
Naples, Florida 34103

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TALLAHASSEE, FLORIDA

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.

  
Signature of Registered Agent

Date: 31 Dec 98