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BY APPOINTMENT

February 5, 1999

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

900002768369--8
-02/08/99-01165-013
****337.50 ****337.50

Re: Go Planet Enterprises, L.L.C.

To Whom It May Concern:

Enclosed for filing are an original and one copy of the articles of organization for the referenced limited liability company. Upon filing of the articles, please forward the Certificate of Organization, along with certified copy of the original.

I have also enclosed a check payable to the Department of State in the amount of three hundred thirty-seven dollars and fifty cents (\$ 337.50) in remittance for your fees for filing the articles and issuing a certified copy.

If you have any questions or comments, please call the undersigned at 561.833.5277.

Sincerely,

Eric Matheson GAVE

ERIC J. MATHESON, P.A.

AUTHORIZATION BY PHONE TO

add
DIRECT mgr's address

by:

Eric J. Matheson
For the Firm

DATE 2/17/99

DCC EXAM. dcc

Enclosures

cc: DCC George Opitz

Name	2/16/99
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
P Verifier	DCC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

Go Planet Enterprises, L. L. C.

ARTICLE II - Address

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

205 Worth Avenue
Suite 310
Palm Beach, Florida 33480

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:

George Opitz 205 Worth Avenue, Suite 310, Palm Beach, FL 33480

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 may be provided in the regulations. However, in the absence of such a provision no person may be admitted as a member unless each member consents in writing to the admission of the additional member.

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 governed in accordance with the regulations.

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TALLAHASSEE, FLORIDA

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Go Planet Enterprises,
L. L. C. 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 \$ 500.00;
- 3) If any, the agreed value of property other than cash contributed by the member(s) is \$ 0; and
- 4) The total amount of cash and property contributed and anticipated to be contributed by the member (s) is \$ 500.00;



Signature of a member or an 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.)

George Opitz
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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SECRETARY OF STATE
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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Go Planet Enterprises, L.L.C.
2. The name and the Florida street address of the registered agent are:

George Opitz
NAME

205 Worth Avenue, Suite 310
Florida Street address

Palm Beach Florida 33480
CITY, STATE AND ZIP

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.

By: _____

SIGNATURE

Filing Fee: \$35 as for Designation of Registered Agent

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TALLAHASSEE, FLORIDA