

Division of Corporation

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : CUMMINGS & LOCKWOOD
Account Number : 102336001100
Phone : (941) 649-3186
Fax Number : (941) 263-0703

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LIMITED LIABILITY COMPANY

MANNA FROM HEAVEN, LLC

Certificate of Status	0
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Page Count	01
Estimated Charge	\$285.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

MANNA FROM HEAVEN, LLC

ARTICLE I

Name

The name of this Limited Liability Company is MANNA FROM HEAVEN, LLC (the
"Company").

ARTICLE II

Address

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

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood, 3001
Tamiami Trail North, 4th Floor, Naples, FL 34103, and its initial registered agent at such office
shall be CLASP INC.

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

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ARTICLE V
Management

The Company is to be managed by managing members and the names and addresses of the managing members are who shall serve as managing members until the first annual meeting or until their successors are chosen are:

Matthew R. Clarke
2413 Kings Lake Boulevard
Naples, FL 34112

Andrew D. Clarke
452 Berkley Crescent, N.W.
Calgary, Alberta
T3K1A8 Canada

Kim M. Clarke
2413 Kings Lake Boulevard
Naples, FL 34112

Dated this 14th day of February, 1999.



Andrew D. Clarke
Managing Member

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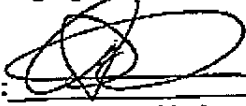
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **MANNA FROM HEAVEN, LLC** (the "Company"), deposes and says:

1. The above-named Company has at least one member.
2. The total amount of cash contributed by the members at this time is: \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is: \$-0-.
4. The amount of cash or property anticipated to be contributed by members in the future is: \$60,000.00.
5. The total amounts of 2, 3 and 4 is \$61,000.00.

Dated: 14TH February, 1999

MANNA FROM HEAVEN, LLC
Managing Member

By: 
Andrew D. Clarke
Managing Member

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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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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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

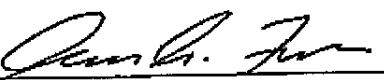
1. The name of the Limited Liability Company is: MANNA FROM HEAVEN, LLC
2. The name and address of the registered agent and office is:

CLASP INC.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

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 am familiar with and accept the obligations of my position as registered agent.

DATED: February 19, 1999.

CLASP INC.
Registered Agent

By: 
Aaron A. Farmer, Vice President

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