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Florida Department of State

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY

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LIMITED LIABILITY COMPANY

Name 3/30/99 WINDSTONE DEVELOPMENT INTERNATIONAL, L.C.

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Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

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3/29/99 5:24 PM

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ARTICLES OF ORGANIZATION
OF
WINDSTONE DEVELOPMENT INTERNATIONAL, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be WINDSTONE DEVELOPMENT INTERNATIONAL, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3273 Muirfield, Ft. Lauderdale, FL 33322.

ARTICLE III -- DURATION

Perpetual. The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

Howard Willis
3273 Muirfield
Ft. Lauderdale, FL 33322

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall initially contribute to the capital of the company cash of \$10,000.00

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the majority consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the majority written consent of the members of the company and on such terms and conditions as shall be determined by majority

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IRA L. ZUCKERMAN, P.A.

Attorney at Law

7771 W. Oakland Park Blvd. #215

Sunrise, FL 33351

Phone # 0402702

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consent of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the other members of the company approve of the proposed transfer by written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority of the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Howard Willis, whose address is 3273 Muirfield, Ft. Lauderdale, FL 33322.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WINDSTONE DEVELOPMENT INTERNATIONAL, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total initial amount of cash contributed by the member(s) is \$10,000.00.
- 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 hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sunrise, Florida, on this 26 day of March, 1999.

Organizers:


HOWARD WILLIS


ALLEGRA G. WILLIS

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STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to and subscribed before me this 26 day of March, 1999, by Howard Willis and Allegra G. Willis, who are personally known to me, or produced _____ as identification.



Notary Public - State of Florida

IRA L. ZUCKERMAN
Print, Type, or Stamp
Commissioned Name of Notary Public

(SEAL)



Ira L. Zuckerman
MY COMMISSION # CG588824 EXPIRES
August 15, 2000
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That WINSTONE DEVELOPMENT INTERNATIONAL, L.C.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Ft. Lauderdale, County of Broward,
State of Florida has named Howard Willis
(Name of Resident Agent)
located at 3273 Muirfield
(Street address & no. of bldg., P.O. Box not acceptable)
City of Ft. Lauderdale, County of Broward, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By Howard Willis
Registered Agent

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STATE
FLORIDA

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