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June 17, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/24/99--01010--001
****285.00 ****285.00

RE: DESTINATIONS UNLIMITED, L.L.C.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Organization for DESTINATIONS UNLIMITED, L.L.C. and my check in the amount of \$285 for filing fees. Please return a file date stamped copy in the envelope provided.

Sincerely,


Jonathan Alper

JBA:jjr
cc: Client

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TALLAHASSEE, FLORIDA

SL
6-30-99

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is **DESTINATIONS UNLIMITED, L.L.C.**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 118 West Orange Street, Altamonte Springs, FL 32714 and the street address is 118 West Orange Street, Altamonte Springs, FL 32714.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company is perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Irma Mireles, West 118 Orange Street, Altamonte Springs, FL 32714

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted with the unanimous consent of all Members.

ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS

Remaining members of the Limited Liability Company shall continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or

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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 DESTINATIONS UNLIMITED, 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 \$1,000;
- (3) If any, the agreed upon value of property other than cash contributed by member(s) is -0- (a description of the property is attached hereto and made a part hereof); and
- (4) The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$20,000.

ARTICLE VIII - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

ARTICLE IX - REGULATIONS MUST BE IN WRITING

Any Regulations relating to this limited liability company must be in writing and signed by all members.

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.


Irma Mireles

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

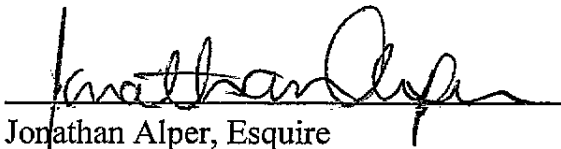
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is DESTINATIONS UNLIMITED, L.L.C..

2. The name and the Florida street address of the registered agent are:

Jonathan Alper, Esquire
274 Kipling Court
Heathrow, FL 32746

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.


Jonathan Alper, Esquire

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