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From: Account Name : BUSINESS FILINGS
Account Number : 105256001620
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LIMITED LIABILITY COMPANY

Penny Art Company, LLC

Name Availability	MJH
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**ARTICLES OF ORGANIZATION
OF
Penny Art Company, LLC.**

ARTICLE I NAME

The name of the limited liability company shall be: Penny Art Company, LLC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 720 Lambton Lane, Naples, FL 34104

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

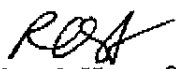
The name and address of the initial registered agent is: Business Filings Incorporated, 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176

ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2049.

ARTICLE V MANAGERS

The management of the limited liability company is reserved for the members and the names and addresses of the members of the Limited Liability Company are:
Terrance P. Dolan, 720 Lambton Lane, Naples, FL 34104
Debra Dolan, 720 Lambton Lane, Naples, FL 34104


Prepared by Richard Oster, 214 North Henry Street, Suite 201, Madison, WI 53703.
(608) 251-6600.

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


PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: Penny Art Company, LLC.

The name and address of the registered agent and office is: Business Filings Incorporated,
1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176

Having been named as registered agent and to accept service of process for the above
stated corporation 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: _____


Richard Oster, Vice-President
Business Filings Incorporated

Date: _____

7/9/99

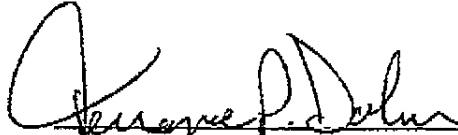
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **Penny Art Company, LLC.** deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members are: \$ 2,000.-
- 3) if any, the agreed value of property other than cash contributed by members is: \$ 0
--- A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by members is \$ 1,000.-
- 5) the total amounts of 2,3 and 4 is \$ 3,000.-


Terrance Dolan, Member

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