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Florida Department of State

Division of Corporations

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To:

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

INTERNATIONAL BOTANICALS PROPERTIES, L.L.C.

Certificate of Status	0
Certified Copy	1
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7/16/99 10:01 AM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 16, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: INTERNATIONAL BOTANICALS PROPERTIES, L.L.C.
REF: W99000016433

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be titled "ARTICLES OF ORGANIZATION AND AFFIDAVIT OF CONTRIBUTIONS", also, the affidavit must give the exact amount of anticipated contributions, or include a statement that when additional contributions are made, a Supplemental Affidavit will be filed with the Department of State, containing the exact amount contributed, also, the document must specify the Principal Address as well as the Mailing Address, if they will be the same, include a statement to that effect.

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Document Specialist

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ARTICLES FOR ORGANIZATION AND AFFIDAVIT OF CONTRIBUTIONS
FOR
INTERNATIONAL BOTANICALS PROPERTIES, L.L.C.

The undersigned Members hereby execute these Articles for Organization, in order to form a Limited Liability Company under the Laws of the State of Florida.

Article One - Name

The name of this Limited Liability Company shall be henceforth be known as "INTERNATIONAL BOTANICALS PROPERTIES, L.L.C."

Article Two - Address

The principal address and mailing address for the Company shall be: 12801 S.W. 224 Street, Miami, Florida 33170.

Article Three - Duration and Nature of Business

The Company may engage in any activity or business permitted under the laws of the United States and of this State.

The period of duration for this Limited Liability Company shall be perpetual.

Article Four - Management

This Limited Liability Company shall be managed by the Members themselves, who are identified as follows:

RODERICK J. JUDE, 12801 S.W. 224 Street, Miami, Florida 33170.

JOSEPH N. HOYT, 12801 S.W. 224 Street, Miami, Florida 33170.

These Articles for Organization prepared by:
Robert E. Paige, Esq., Florida Bar No. 464066

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Article Five - Affidavit of Membership and Contributions

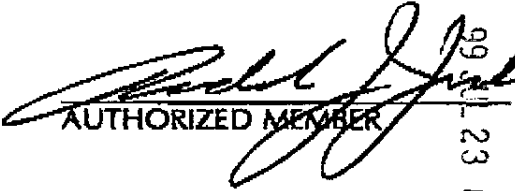
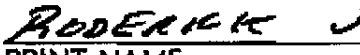
The undersigned Member and authorized representative of International Botanicals Properties, L.L.C. hereby certifies:

A. This Limited Liability Company has two Members, RODERICK J. JUDE and JOSEPH N. HOYT, both of whom have contributed Five Hundred (\$500.00) Dollars each as a capital contribution to this Company, for a total initial capital contribution of One Thousand (\$1,000.00) Dollars.

B. Each such Member shall contribute cash and/or property and/or services in the future, as necessitated and required by developments, the value of which cannot be ascertained at this time but which will be documented in the records of the Company. ***

C. In accordance with Florida Statutes §608.403(3), the execution of the Affidavit by the undersigned constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.

*** and a Supplemental Affidavit will be filed with the Department of State.


AUTHORIZED MEMBER

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Article Six - Additional Members and Restrictions

It is not contemplated at this time for additional Members to be admitted. If in the future additional Members are to be admitted, Amended Articles for Organization shall be filed, describing the terms and conditions of membership.

Other than as to the death of a Member (for which event, Article Seven below applies), a Member may not transfer their membership in the Company unless all non-transferring Members first agree to approve the admission of the transferee into this Company. Further, no Member may encumber a part or all of their membership in the Company by mort-

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gage, pledge, granting of a security interest, lien, or otherwise, unless the encumbrance has first been approved in writing by all other Members, which approval may not be unreasonably withheld.

Notwithstanding the above provisions, any Member shall be allowed to assign an economic interest in their membership to another person without the approval of the other Members. Such an assignment shall not include a transfer of the Member's voting or management rights in this Company, and the assignee shall not become a Member of the Company.

Article Seven - Continuation of Business Upon Death of Member

Upon the death of a Member, his interest shall pass pursuant to the Last Will and Testament of the deceased Member, or by intestate succession if no such Will is submitted for probate.

The remaining Members of this Limited Liability Company may continue the business on the death of a Member.

Article Eight - Tax and Financial Matters

A. It is anticipated that this Company will not be treated as a corporation under federal tax law, but instead will be treated in the same manner as a partnership for tax purposes. It is further understood that the Members do not consider each other partners or joint venturers with any other Member of this Company for any purpose other than federal and state tax purposes.

B. Within seventy-five (75) days after the end of each tax year of the Company, a copy of the Company's state and federal tax returns for the preceding tax year shall be mailed or otherwise provided to each Member of the Company, together with any additional information and forms necessary for each Member to complete their individual state and federal income tax returns.

C. The Company shall designate one or more banks or other institutions for the deposit of the funds of the Company, and shall establish such accounts as are reasonable and necessary for its business and investments.

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D. Distribution of the Company profits will be made from time to time, when and if approved by a majority of the Members.

Article Nine - Capital

A. Members have made the initial capital contribution of cash and/or property and/or services as are shown on the Affidavit of Membership and Contribution herein, and Members may agree to the contribution of additional capital as per the said Affidavit.

B. No interest shall be paid on the funds or property contributed as capital to this Company, or on funds reflected in the capital accounts of the Members.

C. A capital account shall be set up and maintained in the records book of the Company for each Member. The records book shall reflect each Member's capital contribution to the Company, increased by each Member's share of profits (and decreased by each Member's share of losses and expenses) of the Company, and adjusted as required in accordance with applicable provisions of the Internal Revenue Code and corresponding income tax regulations.

D. No Member shall be given priority or preference with respect to other Members in obtaining a return of capital contributions, distributions, or allocations of the income, gains, losses, deductions, credits, or other items of the Company. The profits and losses of the Company, and all items of its income, gain, loss, deduction, and credit, shall be allocated to Members according to each Member's percentage interest in this Company.

E. Cash from the Company's business operations, as well as cash from a sale or other disposition of the Company's capital assets, may be distributed from time to time to the Members in accordance with each Member's percentage interest in the Company, as may be decided by a majority of the Members.

F. If the Company does not have sufficient cash to pay its obligations, any Member may agree to advance all or part of the needed funds as a loan to the Company on terms acceptable to a majority of Members. Any such advance shall be treated as a loan to the Company and shall not constitute an additional capital contribution.

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Article Ten - Meetings

The Company shall provide for an annual meeting of all Members. In addition, any Member may call a special meeting by communicating to all other Members their wish to schedule a meeting. Such notice may be in person, in writing, by telephone or facsimile, or by any other form of electronic notice reasonably expected to be received by the other Members. Any business may be discussed and conducted at the meeting.

The meeting of the Members may be held without attendance of all Members, so long as a majority of Members is in attendance. Written notice of the decisions or approvals made at any meeting shall be mailed or delivered to each non-attending Member promptly after the holding of the meeting.

Written minutes of the discussions and proposals at the Members' meeting, and the votes taken and matters approved at such meeting, shall be taken by a Member or another person so designated at the meeting. Copies of all such minutes shall be placed in the Company's records.

Article Eleven - Additional Provisions

A. No member of this Company shall be personally liable for the expenses, debts, obligations, or liabilities of the Company, or for any claims made against the Company.

B. Members shall be reimbursed by this Company for organizational expenses paid by the Members. The Company shall be authorized to elect to deduct organizational expenses and start-up expenditures as permitted by the Internal Revenue Code and as may be advised by the Company's tax advisor.

C. The Company is authorized to retain the services of a qualified accountant or tax advisor, attorney, and such other advisors as deemed reasonable and necessary.

D. The Company is authorized to establish its initial offices at 12801 S.W. 224 Street, Miami, Florida 33170, though it could conduct its business at whatever location the Officers of the Company deem prudent and appropriate from time to time.

E. The Company is authorized to obtain a fictitious name.

F. The Company is authorized to take whatever actions that are necessary and appropriate to commence the business operations of the Company, including but not limited

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to executing leases, purchasing business equipment, supplies, and inventories, obtaining licenses, permits, and tax identification numbers, and all other such necessary and appropriate actions.

G. The Members of this Company shall not be paid as Members for performing any duties associated with membership. Members may be paid, however, for any services rendered in any other capacity for this Company, whether as managers, Officers, employees, independent contractors or otherwise.

H. This Company may designate one or more Officers, such as a President, Vice President, Secretary and/or Treasurer. Persons who fill these positions need not be Members or managers of the Company. Such positions may be compensated or non-compensated according to the nature and extent of the services rendered for the Company as a part of the duties of each office. Any Officer may be reimbursed by the Company for out-of-pocket expenses by the Officer in carrying out the duties of their office.

I. These Articles of Organization may be amended, modified, or replaced only upon a written instrument approved by a majority of the Members.

H. The Company shall be authorized to issue certificates representing and/or certifying membership interests in this Company.

Article Twelve - Registered Agent

The initial Registered Agent for this Company shall be Robert E. Paige, Esq., whose address is 11440 North Kendall Drive, Penthouse 400, Miami, FL 33176; this address shall also be known as the "registered office"; and a separate Certificate of Designation of Registered Agent is filed herewith.

Article Thirteen - Effective Date

These Articles for Organization shall be effective upon the Secretary of State accepting and filing these Articles for Organization.

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Article Fourteen - Filing Information

The name and address of the persons signing these Articles for Organization are:
RODERICK J. JUDE and JOSEPH N. HOYT, 12801 S.W. 224 Street, Miami, Florida 33170.

IN WITNESS WHEREOF, we hereby certify that these Articles for Organization have been adopted by a unanimous vote of all of the Members, and we therefore hereunto set our hands and seals, acknowledging and filing the foregoing Articles for Organization under the Laws of the State of Florida this July 15, 1999.


RODERICK J. JUDE

JOSEPH N. HOYT

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DIVISION OF CORPORATIONS
99 JUL 23 AM 9:22

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, the undersigned, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared RODERICK J. JUDE and JOSEPH N. HOYT, who are well known to me, and they acknowledged before me that they executed and subscribed the foregoing Articles for Organization.

WITNESS my hand and seal in the County and State named above on this July 15, 1999.


NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:

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ROBERT E. PAIGE
My Commission C0282251
Expires Sep. 08, 2000

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
FOR INTERNATIONAL BOTANICALS PROPERTIES, L.L.C.**

Pursuant to the provisions of Florida Statutes §608.415 or §608.507, the undersigned Limited Liability Company submits the following statement to designate its Registered Agent and its Registered Office within the State of Florida:

1. The name of the Limited Liability Company is: International Botanicals Properties, L.L.C.
2. The name and the Florida street address for the Registered Agent are: Robert E. Paige, Penthouse 400, 11440 North Kendall Drive, Miami, FL 33176.

The said Registered Agent states: Having been named as the Registered Agent and to accept service of process for International Botanicals Properties, L.L.C. 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.

Executed by me as Registered Agent on this July 15, 1999.


ROBERT E. PAIGE

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These Articles Prepared By:
Robert E. Paige, Esq.
Penthouse 400
11440 North Kendall Drive
Miami, Florida 33176
INTERBOT.007

*** See the attached copy of the Articles of Dissolution for "International Botanicals, Inc." where consent is given for the formation of this L.L.C.

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ARTICLES OF DISSOLUTION


FOR

INTERNATIONAL BOTANICALS, INC.

INTERNATIONAL BOTANICALS, INC., following a Joint Meeting of the Shareholders, Officers, and Directors, held on July 15, 1999, having voted to dissolve this Corporation, hereby submit to the Florida Secretary of State these Articles of Dissolution, stating as follows:

1. The name of the Corporation is International Botanicals, Inc.
2. The filing date of the Articles of Incorporation was July 3, 1973.
3. The date dissolution was authorized was July 15, 1999.
4. Dissolution was approved by a unanimous vote of all of the Shareholders, the Officers, and the Directors of the Corporation.
5. All assets of the Corporation have or will shortly be distributed to International Botanicals, L.L.C., upon completion of its organization, in consideration for which said Limited Liability Company has or will assume all debts and obligations of the dissolving Corporation.
6. Also by a unanimous vote of all of the Shareholders, the Officers, and the Directors, the Corporation hereby consents to formation of the said "International Botanicals, L.L.C." and to "International Botanicals Properties, L.L.C."

EXECUTED this July 15, 1999.


CHAIRMAN AND SECRETARY
 RODERICK G. JUDE
 Corporate Seal:

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 DIVISION OF CORPORATIONS
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 9:22

This Instrument Prepared By:
 Robert E. Paige, Esq.
 Penthouse 400
 11440 North Kendall Drive
 Miami, Florida 33176
 INTERBOT.004

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