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LAW OFFICES
WILLIAM H. LEFKOWITZ
A PROFESSIONAL ASSOCIATION

WILLIAM H. LEFKOWITZ *
* ADMITTED IN FLORIDA AND NEW YORK

August 26, 1999

2601 EAST OAKLAND PARK BOULEVARD
SUITE 208
FT. LAUDERDALE, FLORIDA 33306
(954) 567-9966
FACSIMILE (954) 567-9969

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Via Federal Express
A/B#812128323798

Re: ELEMENTS FOR LIVING, LLC

600002972466-7
-08/27/99--01074--006
****320.00 ****320.00

Dear Sir/Madam:

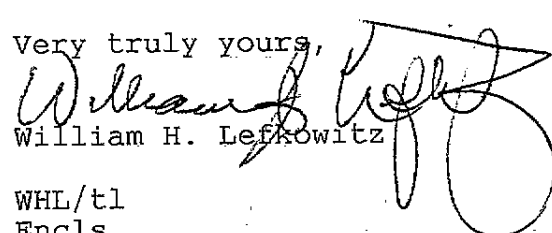
With respect to ELEMENTS FOR LIVING, LLC, enclosed for fil-
ing please find the following:

1. The original and one (1) copy of the Articles of Organization for Limited Liability Company (Elements For Living, LLC):
2. The original and one (1) copy of the Certificate of Designation of Registered Agent/Registered Office (for the above limited liability company)
3. The undersigned's check in the amount of \$320.00 for fees, which sum includes the \$285.00 filing fee and the \$35.00 registered agent fee.
4. A self addressed stamped envelope.

Upon the filing of the enclosed Articles of Organization for ELEMENTS FOR LIVING, LLC, I would appreciate you returning a copy of same bearing your office's date/time stamp for the filing as well your office's official certificate attesting to the date of filing.

Thank you for your assistance.

Very truly yours,


William H. Lefkowitz

WHL/tl

Encls

c: Ruth Merritt

WHL/11
99 AUG 27 AM 11:40
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1-Name:

The name of the limited liability company is:

ELEMENTS FOR LIVING, LLC

ARTICLE II-Address:

The mailing address and street address of the principal office of the limited liability company is:

ELEMENTS FOR LIVING, LLC
c/o Ruth Merritt
3100 N. Ocean Blvd., #1008
Ft. Lauderdale, Florida 33308

ARTICLE III-Duration:

The period of duration for the limited liability company shall be:

Perpetual

ARTICLE IV-Management:

The limited liability company is to be managed by a manager and the name and address of such manager is:

Ruth Merritt
3100 N. Ocean Blvd., #1008
Ft. Lauderdale, Florida 33308

ARTICLE V-Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be:

Written consent of member(s)

ARTICLE VI-Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Written consent of member(s)

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TALLAHASSEE FLORIDA

ARTICLE VII-Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member, Ruth Merritt, certifies:

1. the above limited liability company has at least one member;

2. the total amount of cash contributed by the member(s) is

\$1,000.00

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 hereof); and

4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$1,000.00

Ruth Merritt

Signature of member or an authorized representative of a member

(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.)

Ruth Merritt

Ruth Merritt

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 AUG 27 AM 11:40

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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
AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

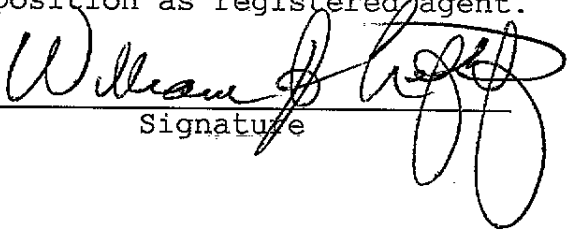
1. The name of the limited liability company is:

ELEMENTS FOR LIVING, LLC

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

William H. Lefkowitz
2601 E. Oakland Park Blvd., Suite 208
Ft. Lauderdale, Florida 33306

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 states relating to the proper and complete performance
of my duties, and I am familiar with and accept the obliga-
tions of my position as registered agent.



Signature

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99 AUG 27 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA