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098-1-054

Susan

LIMITED LIABILITY COMPANY

Operating Right Up My Alley, L.C.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

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OF

OPERATING RIGHT UP MY ALLEY, L.C.

The undersigned, as the authorized representative of the initial member of OPERATING RIGHT UP MY ALLEY, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I
COMPANY NAME

The name of the company is OPERATING RIGHT UP MY ALLEY, L.C.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF COMPANY

The mailing address and the street address of the principal office of the Company is:

c/o Brookside Nursery
288-2 Smith Sunday Road
Delray Beach, Florida 33446

ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the

THIS INSTRUMENT PREPARED BY:

John D. Olivier, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(954) 467-2200

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State of Florida shall be:

Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of 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 Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII
MANAGEMENT

The Company shall be managed by the members. The name and address of the sole initial member is set forth below:

Steven Wolf
288-Z Smith Sunday Road
Delray Beach, Florida 33446

The name and address of the initial Managing Member is set forth below:

Steven Wolf
288-Z Smith Sunday Road
Delray Beach, Florida 33446

ARTICLE VIII
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

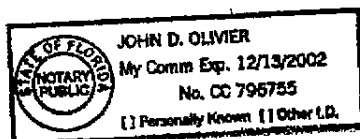
IN WITNESS WHEREOF, the undersigned being the authorized representative of the initial member of the limited liability company hereby executes these Articles of Organization, this

1st day of September, 1999.

Geoffrey S. Mombach
GEOFFREY S. MOMBACH

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of September, 1999, by Geoffrey S. Mombach, who is personally known to me or who has produced a driver's license as identification.



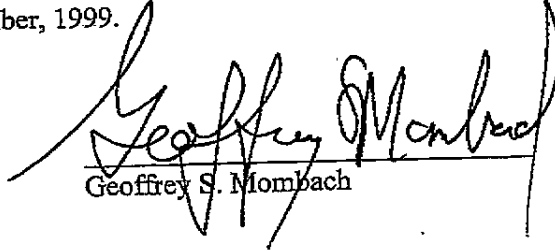
John D. Olivier
Notary Public - State of Florida
My Commission Expires:
Commission Number:

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon Operating Right Up My Alley, L.C., a limited liability company within the State of Florida, in accordance with Section 608.407(1)(d), Florida Statutes.

DATED this 1st day of September, 1999.


Geoffrey S. Mombach

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FILED
SECTION 608.407(1)(d)
DIVISION 1

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AFFIDAVIT RE: LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, as attorney in fact for the initial member of OPERATING RIGHT UP MY ALLEY, L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

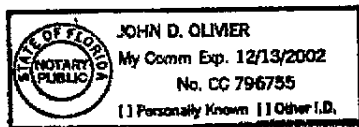
1. The Company has one (1) member.
2. The amount of cash contributed by the members of the Company to date is \$75,000.00.
3. The amount of cash anticipated to be contributed by the members to the Company is \$ 0.
4. No property has been contributed.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated this 1st day of September, 1999.

Eric Wolf (SEAL)
ERIC WOLF, as attorney in fact
for STEVEN WOLF

SWORN TO and SUBSCRIBED before me this 1st day of September, 1999 by Eric Wolf, as attorney in fact, who is personally known to me or has produced _____ as identification on behalf of Steven Wolf.



John D. Ollmer
Notary Public - State of Florida
My Commission No.:
My Commission Expires: