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September 29, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

RE: Corporation Documents for:
E & J Designs, L.L.C. (a Florida Limited Liability Company)
Our File # 22417

Dear Sir/Madam:

L99-6446

Enclosed for filing are the following original documents and one copy of each:

1. Articles of Organization of E & J Designs, L.L.C. (a Florida Limited Liability Company).
2. Certificate of Designation Of Registered Agent/Registered Office.
3. Regulations of E & J Designs, L.L.C. (a Florida Limited Liability Company).

Also enclosed is our firm's check in the amount of \$125.00. Please return a certified copy to the attention of attorney Henry Estévez.

Sincerely,

Ann Fortenberry
Ann Fortenberry
Assistant to Henry Estévez

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HE:af
Enclosures

ARTICLES OF ORGANIZATION OF

**E & J DESIGNS, L.L.C.
(a Florida Limited Liability Company)**

The undersigned hereby adopt these Articles of Organization for the purpose of forming a limited company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (F.S.), and file said Articles with the Secretary of the Florida Department of State, as required by the Act.

**ARTICLE I
Name**

The name of the limited liability company shall be E & J DESIGNS, L.L.C., also referred to hereinafter as "the Company".

**ARTICLE II
Address**

The street address of the principal office of the Company, which shall also serve as its mailing address, shall be 5374 Chiswick Circle, Orlando, Florida 32812.

**ARTICLE III
Period of Duration**

The Company, shall exist and continue from the filing date of these Articles, except that the Company shall be dissolved upon the occurrence of any event triggering dissolution, as specified under Chapter 608, F.S., unless the business of the Company is continued by the consent of all the remaining Members.

**ARTICLE IV
Business**

The Company, shall be authorized to conduct all lawful business activities and all powers of a limited liability company under Chapter 608, F.S.

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ARTICLE V
Members and Management

The Members of the Company shall manage the Company and their individual management duties shall be as resolved and so adopted at a meeting of the Members, each Member of the Company exercising an equal vote in all matters, regardless of the Member's capital contribution to the Company, the Members being:

Jennifer O'Brien, 5374 Chiswick Circle, Orlando, Florida 32812; and

Ellen M. Berry, 3501 Cullen Lake Shore Drive, Orlando, Florida 32812.

ARTICLE VI
Equity Interest of the Members

In consideration of each Member's contribution, the equity interest of the Members shall be as follows and they shall be entitled to share in the profits and losses accordingly:

ARTICLE VII
Admission of Additional Members

No substitute or additional Member shall be admitted into the Company unless each Member consents in writing to the admission of such substitute or additional Member

Jennifer O'Brien, 50%; and

Ellen M. Berry, 50%.

ARTICLE VIII
Transferability of Member's Interest

As provided under Chapter 608, F.S., a Member's interest in the Company shall not be freely transferable in that said interest shall not be assignable in whole or in part, unless a majority of the other Members consents to the assignment and, in addition, unless said other Members are first offered the opportunity to acquire the Member's interest to be assigned.

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ARTICLE IX
Meetings of the Members

The Members shall meet to conduct business as specified in the Company's regulations.

ARTICLE X
Distribution of Assets

The Company may lawfully distribute any of its property or assets as provided in its regulations.

ARTICLE XI
Miscellaneous

These Articles shall inure to the benefit of and be binding upon the Members of the Company, their legal representatives, transferees, successors, survivors, heirs and assigns.

For convenience, any number of duplicates of these Articles may be executed and each such duplicate shall be deemed an original instrument.

These Articles of Organization shall be construed and interpreted under the laws of the State of Florida.

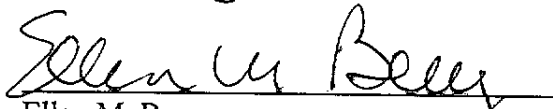
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AFFIRMATION: In accordance with Section 608.408(3), F.S., the execution of this Affidavit and original Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the Members have entered into, executed and made these Articles of Organization in Orlando, Florida, on the date entered below and to be effective as of the day they are filed with the Florida Department of State.


Jennifer O'Brien:

8/18/99
Date


Ellen M. Berry

8.18.99
Date

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

PURSUANT TO THE PROVISIONS of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the limited liability company is:

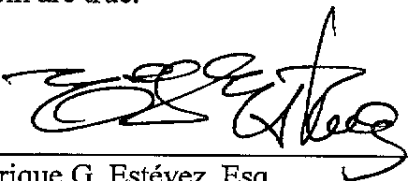
E & J Designs, L.L.C.

2. The name and address of the registered agent and office is:

**Enrique G. Estévez, Esquire
Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A.
255 South Orange Avenue, Suite 1401
Orlando, Florida 32802-3791**

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 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.

AFFIRMATION: In accordance with Section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Enrique G. Estévez, Esq.

9-30-99
Date

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