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December 1, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Bed Bugs, L.L.C.

MJH

Dear Sir/Madam:

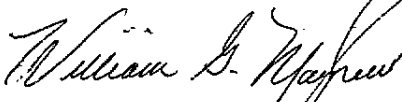
Enclosed please find the Articles of Organization for Bedbugs, L.L.C. and a check made payable to the Department of State in the sum of \$125.00.

Please direct all returns to this office.

Thank you.

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****125.00 ****125.00

Very truly yours,



William G. Mayhew

WGM:mlm
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION

OF

BED BUGS - USA, L.L.C.

The undersigned, natural persons acting as members of a limited liability company under Section 608, Florida Statutes, adopts the following Articles of Organization for such limited liability company.

ARTICLE I: CORPORATE NAME

The name of this company is Bed Bugs - USA, L.L.C.

ARTICLE II: TERM OF EXISTENCE

This company shall have perpetual existence, commencing upon the filing and approval of these Articles of Organization with and by the Secretary of State of the State of Florida.

ARTICLE III: MAILING ADDRESS OF PRINCIPAL OFFICE

The mailing address of the principal office of this company is 950 Boca Ciega Isle Drive, St. Pete Beach, Florida 33706.

ARTICLE IV: REGISTERED AGENT

The initial registered agent of this company in the State of Florida is **John S. Schulz, 950 Boca Ciega Isle Drive, St. Pete Beach, Florida 33706**. Said initial registered agent, by virtue of this signature on the last page of these Articles of Organization acknowledges appointment as such initial registered agent and agrees to accept service of process for this company.

ARTICLE V: LIMITED LIABILITY COMPANY PURPOSES AND POWERS

The purposes for which this company are formed are:

- (1) To operate a professional mattress cleaning and sanitizing business under the Potema®

international registered trademark using a chemical-free system that generates high frequency sound waves to loosen and pulverize dirt particles and intense ultra-violet radiation to exterminate bacteria, dust mites, bacteria and spores, all of which are removed by high power vacuum;

(2) To do everything necessary, proper, advisable or convenient for the accomplishment of said purpose, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the laws of Florida or by any other laws, or by these Articles of Organization; and to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but no necessarily be limited to the following:

- a. To sue or be sued, or complain or defend in its name;
- b. To purchase, take, receive, lease, subscribe for , or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in and with real or personal property or any interests therein or any legal or equitable property, wherever situated;
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of all or any part of its property or assets;
- d. To make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any if its obligations by mortgage or pledge of all or any part of its property, franchises, and income; to make contracts of guaranty or suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which

is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company;

- e. To lend money, invest or reinvest its funds, or to receive and hold real or personal property within or without this state;
- f. To conduct its business, locate offices, and exercise the powers granted by Chapter 608, Florida Statutes, within or without this state;
- g. To elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit;
- h. To make and amend its regulations, not inconsistent with its articles of organization or with the laws of this state, for the administration and regulation of the affairs of the company;
- i. To make donations for the public welfare or for charitable, scientific or educational purposes;
- j. To indemnify a member or manager or any other person as provided in Chapter 608, Florida Statutes, against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or she or it is made a party;
- k. To cease its activities and surrender its certificate of organization;

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- l. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized;
 - m. To transact any lawful business that will aid government policy;
 - n. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees;
 - o. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity; and
 - p. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

ARTICLE VI: ADDITIONAL MEMBERS

The company shall have the right to admit additional members according to the terms of the company regulations.

ARTICLE VII: CONTINUANCE OF BUSINESS

The remaining members of the limited liability company shall, according to the terms of the company regulations, have the right 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.

ARTICLE VIII: MANAGER

The company shall be managed by **John S. Schulz, 950 Boca Ciega Isle Drive, St. Pete Beach, Florida 33706**, who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified.

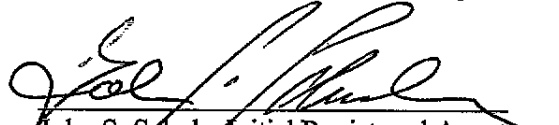
IN WITNESS WHEREOF, the undersigned, as members, have executed the foregoing Articles of Organization this 1st day of December, 1999.


John S. Schulz, Member

Steffen Fritz, Member

ACCEPTANCE OF APPOINTMENT AS INITIAL REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as initial registered agent for Bed Bugs - USA, L.L.C.


John S. Schulz, Initial Registered Agent