



THE UNITED STATES CORPORATION COMPANY

L000000001701

ACCOUNT NO. : 072100000032

REFERENCE : 568760 7203710

AUTHORIZATION : Patricia Pizote

COST LIMIT : \$ 125.00

ORDER DATE : January 28, 2000

ORDER TIME : 11:20 AM

ORDER NO. : 568760-005

300003136083--4

CUSTOMER NO: 7203710

CUSTOMER: Ms. Luz A. Lucas  
MS. LUZ A LUCAS  
MS. LUZ A LUCAS  
922-101 Delaney Circle  
Brandon, FL - 33511

DOMESTIC FILING

NAME: WALBAUM INTERNATIONAL LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

00 FEB 15 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED AND FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

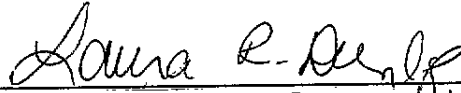
Handwritten initials and date: 2-15-00

RECEIVED  
00 FEB 15 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



The undersigned authorized representative of a member of  
WALBAUM INTERNATIONAL LLC hereby executes these articles of  
organization on this 15th Day of February, 2000.

CORPORATION SERVICE COMPANY




BY: Laura R. Dunlap, as its agent  
as authorized representative of  
WALBAUM INTERNATIONAL LLC

MMC/AGL

APPROVED  
AND  
FILED  
00 FEB 15 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

I, Luz Angela Lucas, having been named as registered agent and to accept service of process for the above stated corporation 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.

By: 

Dated: January 28, 2000

MMC/una

APPROVED  
AND  
FILED  
00 FEB 15 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For: WALBAUM INT.

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of WALBAUM INTERNATIONAL LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 31st Day of January, 2000.

[Signature]  
WITNESS

LUZ A. LUCAS  
TYPED OR PRINTED NAME

[Signature]  
WITNESS

JEFFERY L. LUCAS  
TYPED OR PRINTED NAME

[Signature]

SIGNATURE  
VICTOR HUGO RIBON  
TYPED OR PRINTED NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 FEB 15 PM 2:36

APPROVED  
AND  
FILED