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\$ 125.00

Automotive Design Technologies Pension Plan
International Center
30 Lee Gate Lane
Grosse Pointe Farms, MI 48236
United States of America
Telephone: (313) 882-3400 Fax: (313) 882-3401
E-Mail Address: AutoDes@aol.com

9 October 2000

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

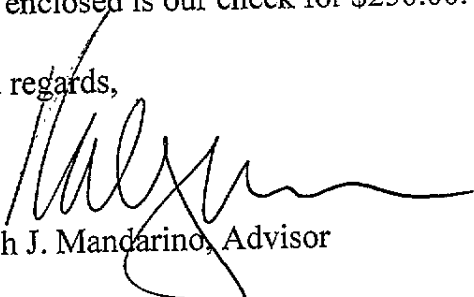
Good Morning:

Enclosed are three copies of the Articles of Organization for the following two LLCs:

Interplane LLC
Interplane Finance LLC

Also enclosed is our check for \$250.00. Please let me know if you have any questions.

Kind regards,


Ralph J. Mandarino, Advisor

FILED
00 OCT 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with
10/23

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-10/18/00-01127-013
****250.00 ****125.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

INTERPLANE LLC

ARTICLE II - Address:

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

39440 SOUTH AVENUE
ZEPHYRHILLS, FL 33540

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

BENJAMIN H. DAWSON
Name
39440 SOUTH AVENUE
Florida street address (P.O. Box **NOT** acceptable)
ZEPHYRHILLS FL 33540
City, State, and Zip

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 as provided for in Chapter 608, F.S..

Ben Dawson
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested.)

Ralph J. Mandarin
Signature of a member or an authorized representative of a member.

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

RALPH J. MANDARINO, REPRESENTATIVE OF MEMBER
Typed or printed name of signee OF INTERPLANE USA LLC

FILED
00 OCT 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)