



L010000 22410

ACCOUNT NO. : 072100000032

REFERENCE : 507595 4336650

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia

ORDER DATE : December 21, 2001

ORDER TIME : 1:43 PM

ORDER NO. : 507595-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Sylvie G. Jordan
Baker & Mckenzie

19th Floor
1200 Brickell Avenue
Miami, FL 33131

600004736306--8

DOMESTIC FILING

NAME: CATLAND, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

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 ALLAHASSEE, FLORIDA
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ARTICLES OF ORGANIZATION

OF

CATLAND, LLC

a Florida limited liability company

1. The name of this limited liability company is CATLAND LLC (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

9553 Harding Avenue
Suite 308
Surfside, Florida 33154

4. The name and address of the registered agent of the Company is:

Hans Baumberger
9553 Harding Avenue
Suite 308
Surfside, Florida 33154

5. The Company shall only admit additional members with the unanimous written consent of the Company's members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the

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members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

7. The Company is to be managed by its manager(s). Any manager shall have the authority and right to act on behalf of or bind the Company in connection with any matter. The initial manager is to be Hans Baumberger. His address is 9553 Harding Avenue, Suite 308, Surfside, Florida, 33154.
8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's Operating Agreement shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, managers, officers, employees or agents or former members, managers, officers, employees or agents or any person or persons who may have served at its request as a manager, officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a manager, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of CATLAND, LLC, has executed these Articles of Organization this 15 day of December, 2001.

MEMBER:



ROSA ALTIRRIBA

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for CATLAND, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.



HANS BAUMBERGER

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