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ACCOUNT NO. : 072100000032
REFERENCE : 226969 9569A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : January 17, 1997
ORDER TIME : 4:13 PM
ORDER NO. : 226969-005
CUSTOMER NO: 9569A

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-01/27/97--01003--007
****285.00 ****285.00

CUSTOMER: Casey Wolff, Esq
PAULICH SLACK & WOLFF, PA
6th Floor
2150 Goodlette Road
Naples, FL 33940

DOMESTIC FILING

NAME: BRODIE AND STONE ~~USA~~, L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 JAN 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 17 PM 4:25
DIVISION OF CORPORATION

KR
1-21-97

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

BRODIE AND STONE, L.C.

**ARTICLE II
ADDRESS**

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

2150 Goodlette Road, 6th Floor
Naples, FL 34102

**ARTICLE III
DURATION**

The period of duration for the Limited Liability company shall be: 50 years

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a Manager and the name and address of such Manager who is to serve as Manager until the first annual meeting of members or until a successor is elected and qualified, is:

Michael S. Eggerton
51 Calthorpe St.
London WC1X-OHH
U.K.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Upon approval by 67% of the members, the Company is authorized to issue additional Units in the Company and to admit additional members to the Company.

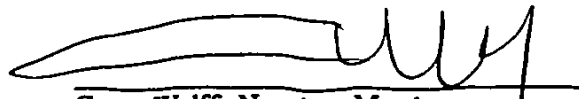
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ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the company shall 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.

These Articles are executed this 14th day of January, 1997 by the undersigned initial member(s) of BRODIE AND STONE, L.C., pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 *et seq.*

MEMBERS:


Casey Wolff, Nominee Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

The undersigned member or authorized representative of a member of **BRODIE AND STONE, L.C.** deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash or property contributed by **Brodie and Stone, PLC**, a U.K. company, is \$7,500.
3. The total amount of cash or property contributed through **Casey Wolff**, as Nominee Member, is \$2,500.
4. The total amount of cash or property anticipated to be contributed by all members is \$10,000. This total includes amounts from 2 and 3 above.


Casey Wolff, Nominee Member

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

SWORN TO AND SUBSCRIBED before me this 14 day of January, 1997.

Personally Known
Produced Identification
Type of Identification: _____


Notary Public, State of Florida

Print Notary Name



CAROLYN L. VARNEY
MY COMMISSION # CC48251 EXPIRES
June 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

BRODIE AND STONE, L.C.

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

Casey Wolff, Esq.
c/o Paulich, Slack & Wolff, P.A.
2150 Goodlette Road, 6th Floor
Naples, FL 34102

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.


Signature of Registered Agent

Date: 1/14/97

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