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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

CUSTOMER: Casey Wolff, Esq  
PAULICH SLACK & WOLFF, PA

6th Floor  
2150 Goodlette Road  
Naples, FL 33940

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

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97 JAN 17 PM 3:53  
TALLAHASSEE, FLORIDA

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:

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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.

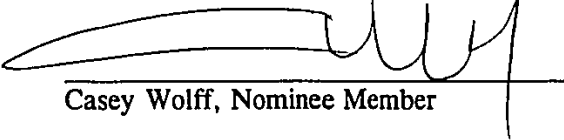
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

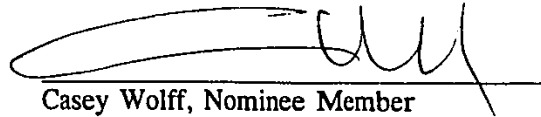
  
\_\_\_\_\_  
Casey Wolff, Nominee Member

**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

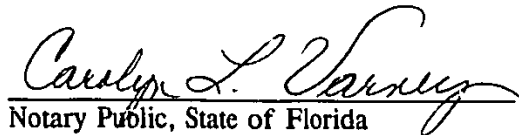
IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

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 # CC489251 EXPIRES  
June 5, 1999  
BONDED THRU TROY FAH 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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SECY  
TALLAHASSEE, FLORIDA