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**INTERNATIONAL COMPANY
SERVICES (USA) INC.**

Providing International Business Consulting Since 1979

Atlantic Professional Building
1591 East Atlantic Blvd.
Suite 200
Pompano Beach, Florida
U.S.A. 33060

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July 8, 1998

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Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

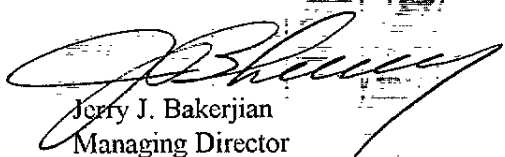
RE: CARLING GROUP LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of CARLING GROUP LLC and a check in the amount of \$337.50 to cover the filing fees for the Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,
FOR INTERNATIONAL COMPANY SERVICES (USA) INC.


Jerry J. Bakerjian
Managing Director

JB/ab
Enc.

Name	
Availability	not
Document Examiner	not
Updater	not
Updater Verifier	not
Acknowledgement	not
W. P. Verifier	not

2001-8267

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

CARLING GROUP LLC

ARTICLE II - Address:

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

P.O. Box 107, Oceanic House, Duke Street
Grand Turk, Turks & Caicos, West Indies

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: **20 YEARS**

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Paul Winder
Carling Consultants Ltd
PO Box 107 Oceanic House
Duke Street
Grand Turk, Turks & Caicos

Harold Debroskey
Simpkins Overseas Services Inc.
60 Market Square
PO Box 364
Belize

ARTICLE V - Members:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Paul Winder
Carling Consultants Ltd
PO Box 107 Oceanic House
Duke Street
Grand Turk, Turks & Caicos

Harold Debroskey
Simpkins Overseas Services Inc.
60 Market Square
PO Box 364
Belize

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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 OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CARLING GROUP LLC

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

International Company Services (USA) Inc.
1591 E. Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designate 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

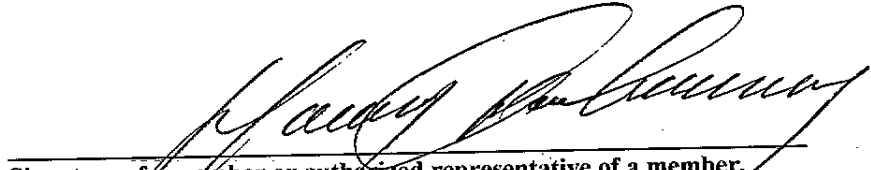
7/8/98
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

CARLING GROUP LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 500.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500.00 This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a 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

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