

L98000002280



ACCOUNT NO. : 072100000032

REFERENCE : 995714 4336650

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:23

ORDER DATE : October 14, 1998

ORDER TIME : 12:39 PM

ORDER NO. : 995714-005

CUSTOMER NO: 4336650

400002663884--7

CUSTOMER: James H. Barrett, esq
BAKER & MCKENZIE
BAKER & MCKENZIE
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

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DOMESTIC FILING

NAME: PRAT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

W98-23376

Name	<i>max</i>
Availability	<i>max</i>
Document Examiner	<i>max</i>
Updater	<i>max</i>
Updater Verifier	<i>max</i>
Acknowledgement	<i>max</i>
P. Verifier	<i>max</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

CSC CORPORATION COMPANY

SUBJECT: PRAT, L.C.
Ref. Number: W98000023376

RESUBMIT

Please give original
submission date as file date.

We have received your document for PRAT, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the amount contributed and the amount anticipated to be contributed separately on the affidavit, also, state whether any property has been contributed along with the agreed value and a description. If no property has been contributed, please state that on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00050982

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ARTICLES OF ORGANIZATION

OF

PRAT, L.C.

a Florida limited liability company

1. The name of this limited liability company is PRAT, L.C. (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 corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate 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:

3399 Ponce de Leon Blvd., Suite 202
Coral Gables, Florida 33134

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

Hans Baumberger
3399 Ponce de Leon Blvd., Suite 202
Coral Gables, Florida 33134

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

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7. The Company is to be managed by its managers. Any manager shall have the authority and right to act on behalf of or bind the Company in connection with any matter. The initial managers are to be Hans Baumberger and Rosa Altirriba. Their address is 3399 Ponce de Leon Blvd., #202, Coral Gables, Florida, 33134.
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 limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its managers, officers, employees or agents or former 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 PRAT, L.C., has executed these Articles of Organization this 13th day of October, 1998.

MEMBER:

BARSA GROUP, LTD.

BY: ZUR, INC.

BY:

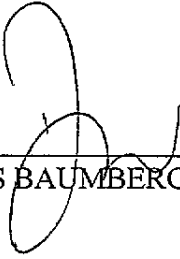


HANS BAUMBERGER, PRESIDENT

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for PRAT, L.C., 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.



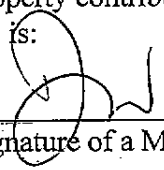
HANS BAUMBERGER

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Prat, L.C. certifies:

- 1. the above named limited liability company has at least one member;
- 2. the total amount of cash contributed by the Member(s) is: \$0
- 3. if any, the agreed value of property other than cash contributed by Member(s) is: \$0
- 4. the total amount of cash and property contributed and anticipated to be contributed by Member(s) is: \$350,000



Signature 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.)

Hans Baumberger
Typed or printed name of signee

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