

L9900000-1052

Holland & Knight LLP

Requestor's Name

315 S. Calhoun St.

Address

Tallahassee, Fl. 32301 425-5686

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. GF Holdings LLC (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in
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- Mail out
- Will wait
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- Certificate of Status

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 PREPARED
 99 OCT 26 AM 11:57
 99 OCT 25 AM 10:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 OFFICE OF CORPORATIONS
 DELIVERY SERVICES

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials JB

**ARTICLES OF ORGANIZATION
OF
GF HOLDINGS LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is GF Holdings LLC (the "Company").

ARTICLE II. PERIOD OF DURATION

The duration of the Company shall be perpetual, subject to termination in accordance with the Company's Regulations or by the unanimous written agreement of the Members.

ARTICLE III. ADDRESS

The mailing address and street address of the principal office of the Company is c/o Foreign Financial Services Corp., 675 Longboat Club Road, #28A, Longboat Key, Florida 34228.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is David L. Perry, Jr., P.A., 625 N. Flagler Drive, S. 700, West Palm Beach, Florida 33401.

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VI. RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

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ARTICLE VII. MANAGEMENT

The business of the Company shall be conducted, carried on and managed by no fewer than one Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is Foreign Financial Services Corp., 675 Longboat Club Road, #28A, Longboat Key, Florida 34228. Such Manager shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 15th day of October, 1999.

Foreign Financial Services Corp.

By AG
Alfons Gantzckow
President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF REGENT PLACE HOLDINGS LLC**

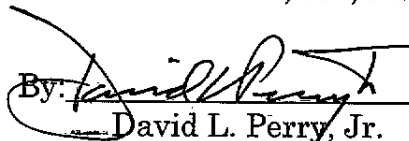
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, GF HOLDINGS LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is GF HOLDINGS LLC.
2. The name of the registered agent and the address of the registered office are:

David L. Perry, Jr., P.A.
625 N. Flagler Drive, S. 700
West Palm Beach, Florida 33401

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.

DAVID L. PERRY, JR., P.A.

By: 
David L. Perry, Jr.
President

Dated: October 15, 1999

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