

L960000000 782

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

95 JUL 25 AM 11:41

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL JUL 25 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/24		
TIME	9:36		CK No. _____
BY	77		

WALK-IN
 Will Pick Up _____

RE: of No 52504
AMC Trading Co.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	8000019124841	
<input type="checkbox"/> Annual Report/Reinstatement	07/26/96-01077-015	
<input type="checkbox"/> Reg. Agent Service	****285.00	****285.00
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF ORGANIZATION
OF
A LIMITED LIABILITY COMPANY
KNOWN AS

AMC TRADING, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Company is AMC TRADING, L.C., a Florida limited liability company.

ARTICLE II - DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members, but shall not have a perpetual existence.

ARTICLE III - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - PLACE OF BUSINESS

The street address of the place of business of this Company is c/o Richard M. Brenner, 21 S.E. 1st Avenue, Suite 800, Miami, Florida 33131.

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this company is c/o Richard Brenner, Esq., 21 Southeast First Avenue, Suite 800, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is RICHARD M. BRENNER, ESQ.

ARTICLE VI - CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this Company are as follows:

NAME OF MEMBER

CONTRIBUTION

ESIMI, S.A.
P.O. Box 246
6987 Caslano
Swiss

See Exhibit "A" attached hereto.

GIONNI MORANDI
5 Island Avenue
Suite 4B
Miami Beach, Florida 33139-1302

See Exhibit "A" attached hereto.

No other additional contributions have been agreed to be made or required at this time.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional members is restricted. Refer to the Operating Agreement for the requirements for the admission of additional members.

ARTICLE VIII - CONTINUATION OF COMPANY

The continuation of the Company is controlled by the provisions of the Operating Agreement. Refer to the Operating Agreement for the provisions regarding continuation of the Company.

ARTICLE IX - MANAGEMENT

This Company shall be managed by GIONNI MORANDI who is hereby irrevocably appointed as Manager of the Company and shall have all right and authority to act for and on behalf of the Company and all of its Members. The Manager shall continue to operate the Company in accordance with the provisions of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned have executed these Articles

of Organization on this 22 day of July, 1996.

Gionni Morandi
GIONNI MORANDI

ESIMI, S.A.

By:

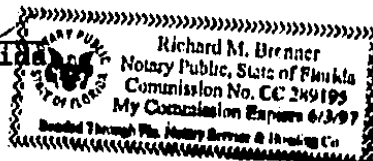
~~FLORIANO LOREKENTZ~~ PETER SCHWARZ
Studio legale e notarile
Ago: World Trade Center
Tel: 061/502145

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this ____ day of July, 1996 by GIONNI MORANDI, who is personally known to me or has produced *Passport* as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 22 day of July, 1996.

Richard M. Brenner
NOTARY PUBLIC, State of Florida
at Large



My Commission Expires:

STATE OF ____)
COUNTY OF ____) ss.

The foregoing instrument was acknowledged before me this ____ day of July, 1996 by ~~FLORIANO LOREKENTZ~~ as the authorized officer of ESIMI, S.A., who is personally known to me or produced Peter Schwarz as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this ____ day of July, 1996.


NOTARY PUBLIC, State of ____
at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 608.415, Florida Statutes,
the following is submitted:

THAT AMC TRADING, L.C., a Florida limited liability company,
desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at 21 S.E. 1st Ave., #800, Miami,
Florida, has named RICHARD M. BRENNER, ESQ. at 21 Southeast First
Avenue, Suite 800, Miami, Florida 33131, as its agent to accept service
of process within Florida.

Dated: July 24, 1996.



GIONNI MORANDI, Manager

Having been named to accept service of process for the above named
company, at the place designated in this Certificate, I hereby accept
to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper performance of my
duties.



RICHARD M. BRENNER
Registered Agent

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96 JUL 25 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A - CONTRIBUTIONS

The following are the contributions by each of the members of the AMC TRADING, L.C. :

1. Cash or real property in the amount of \$37,500.00 contributed as follows:

ESIMI, S.A.	\$ 26,250.00
GIONNI MORANDI	\$ 11,250.00


The ownership interest in the AMC TRADING, L.C. is as follows:

ESIMI, S.A.	70%
GIONNI MORANDI	30%

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AMC TRADING, L.C. 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 \$ 37,500.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$. 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 \$ 37,500.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.400(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
GIONNI MORANDI