L9800000 3487

CRAIG A. JASLOW

ATTORNEY AT LAW 9351 FONTAINEBLEAU BLVD. Suite B-307 MIAMI, FLORIDA 33172 (305) 220-6546 Fax (305) 220-7585

October 26, 1998

700002674267--9 -10/28/98--01046--005 ****285.00 ****285.00

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Bandit Trading, L.C.

Dear Sir or Madam:

Achno Viamederal Express

— Enc. W. P. WAGELi

Please file the enclosed Articles of Organization for Bandit Trading, L.C. I have enclosed a check in the amount of \$285.00 for the filing. Also enclosed is the required Affidavit.

Please note that this company is formed and owned by the same two individuals that formed Bandit Trading, Inc. two weeks ago. Thus, they are entitled to use the same name, as your department confirmed to us.

Also enclosed is a second original of the Articles of Organization. Please stamp and return the second original to me.

Thank you and please do not hesitate to call if you have any questions.

Questions.

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ARTICLES OF ORGANIZATION

Bandit Trading, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Bandit Trading, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2966 Eagle Estates Circle West, Clearwater, Florida 33761.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., #B-307, Miami, Florida 33172.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of

the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankrupter of dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Todd Van Emburgh, 1717 N. Bayshore Dr., Apt. 2357, Miami, Florida 33132.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, on this 25nd day of October, 1998.

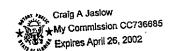
Todd Van Emburgh

STATE OF FLORIDA COUNTY OF DADE

Sworn to (or affirmed) and subscribed before me this 25nd day of October, 1998, by Todd Van EmburgK)

Notary Public - State of Florida

Personally Known X OR Produced Identification Type of Identification Produced:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles Organization of Bandit Trading, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

> Craig A. Jasfow, Registered Agent Esq.

EXHIBIT "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of member of Bandit 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 members is \$50,000.00.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.
- 4. The total amount of cash or property anticipated to be contributed by members is \$50,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: October 25, 1998

Todd Van Emburgh

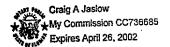
STATE OF FLORIDA COUNTY OF DADE

Sworn to (or affirmed) and subscribed before me this 25nd day of October 25, 1998, by Todd Van Embyrgh.

Notary Public -- State of Florida

Personally Known __X_ OR Produced Identification _____

Type of Identification Produced: ______



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative member of Bandit 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 members is \$50,000.00.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.
- 4. The total amount of cash or property anticipated to be contributed by members is \$50,000.00. This total includes amounts from 2 and 3 above.

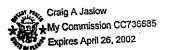
THE AFFIANT SAYS NOTHING FURTHER

Dated: October 25, 1998

Todd Van Emburgh

STATE OF FLORIDA COUNTY OF DADE

Sworn to (or affirmed) and subscribed before me this 25nd day of October 25, 1998, by Todd Van Embargh.



Notary Public - State of Florida

Personally Known X OR Produced Identification _____

Type of Identification Produced:

Cralg A Jaslow

My Commission CC73668:

Expires April 26, 2002