

L02000004056
CENTRAL DELAWARE
CORPORATE SERVICES, INC.

February 11, 2002

Office of the Secretary of State
REGISTRATION SECTION
DIVISION OF CORPORATIONS
ATTN: BOBBIE COX / ADMINISTRATOR
409 E GAINES STREET
TALLAHASSEE FL 32399

200004914242--3
-02/13/02--01004--016
1085.00 *155.00

RE: 7 NEW FORMATION


I have enclosed 1 original Articles of organization for 7 new Florida formation. I need to have them Certified by the Secretary of State and Apostilled for Switzerland.

The Total amount of the check is \$1085.00 is to cover \$125.00 Filing Fee, \$30.00 for Certified. Separate check of \$70.00 for apostilles.

When the documents are completed could you please return them to the address below via **DHL using acct # 763432012**.

W2/20
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 PM 2:23

Best Regards,


Cindy Fletcher

CENTRAL DELAWARE CORPORATE SERVICES, INC.
12260 WILLOW GROVE ROAD-BLDG. #2
CAMDEN, DE 19934
PHONE: 302-698-0118 FAX: 302-698-0403

#125.00-CF
#30.00-CC

**CENTRAL DELAWARE
CORPORATE SERVICES, INC.**

February 19, 2002

Office of the Secretary of State
REGISTRATION SECTION
DIVISION OF CORPORATIONS
ATTN: LEE RIVERS
409 E GAINES STREET
TALLAHASSEE FL 32399

RE: 7 NEW FORMATION

Per our Telephone conversation here are the corrected documents that you requested.

When the documents are completed could you please return them to the address below via **DHL using acct # 763432012.**

Best Regards,


Cindy Fletcher

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 PM 2:23

CENTRAL DELAWARE CORPORATE SERVICES, INC.
12260 WILLOW GROVE ROAD-BLDG. #2
CAMDEN, DE 19934
PHONE: 302-698-0118 FAX: 302-698-0403

**ARTICLES OF ORGANIZATION
OF
KEMPTON COMMERCE LTD. CO.
(A Florida Limited Liability Company)
Pursuant to Section 608.407 of the Florida Statute**

First: The name of the limited liability company is: **KEMPTON COMMERCE LTD. CO.**

Second: Its registered office in the State of Florida is located at 360 South Shore Drive, Sarasota, Florida 34234. The registered agent in charge thereof is W. Rick Fletcher

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 position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

Third: The mailing address and street address of the principal office of the limited liability company is 360 South Shore Drive, Sarasota, Florida, 34234.

Fourth: The company shall be managed by members with full powers to operate and bind the undertaking subject to the terms and conditions in the Operating Agreement. The initial member is: **Venture Management And Research Limited , 35 Barrack Road, Belize City, Belize, C. A.**

Fifth: OWNERSHIP: The members of the Company shall divide the equity of the undertaking in 1,000 units, with each individual unit having No Stated Par Value. Be it further noted that each member certificate shall state the total number of units authorized and shall only be valid if signed by the Members and sealed with the Company Seal. Be it further noted that the Articles of Organization may be amended from time to time.

Sixth: The duration of the Limited Liability Company shall be perpetual.

Seventh: The name and address of each organizer is W. Rick Fletcher, 360 S. Shore Drive, Sarasota, Florida 34234

Eighth: In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that facts stated herein are true.

IN WITNESS WHEREOF, I, W. Rick Fletcher, being fully authorized to execute and file this document have signed below executed these Articles of Organization on February 12th, 2002.


W. Rick Fletcher
Authorized Representative

Sworn to and subscribed before me this 12th day of February , 2002 AD.

Notary: _____


Harlan E. Peterson / Notary Public



02 FEB 20 PM 2:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS