

L00000000/258
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Encom, L.C.

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--01/31/00--01131--004
****133.50 ****133.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check
For:

\$133.50

(\$100 for filing of L.C. &
\$25.00 for Designation of Registered Agent &
\$ 8.75 for Certified Copy)

FROM: Claudio Riedi, Esq.

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FL 32314

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ARTICLES OF ORGANIZATION
ENCOM, L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is ENCOM, L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Thomas Baur, Esq., c/o Baur, Woodbridge, Reus & Klein, P.A.. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is 419a Espanola Way, Miami, Florida 33139.
6. **Additional Members.** The member shall have the right to admit additional members to the Company by Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.
7. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations and Operating Agreement, consent to continue the business of the Company.
8. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total capital of the Company. These percentages shall not vary as a function of changes in their capital account balances. The name and address of the initial managing members is as follows:

Name

Address

Frank Haritz

Gruetzmuehlenweg 46
D-22339 Hamburg, Germany

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9. **Regulations and Operating Agreement; Members' Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt the Regulations and Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations and Operating Agreement shall be vested in the member or members of this Company (as the case may be, if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

10. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

11. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

12. **Certificated Interests.** The members' membership interests in the Company may be evidenced by certificates.

13. **Amendments.** These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 1st day of January, 2000.

By: _____

Name: Frank Haritz, Member

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FALMOUTH, FL 32404

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

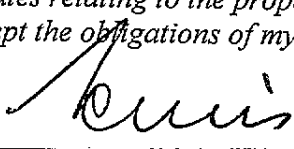
1. The name of the Limited Liability Company is:

ENCOM, L.C.

2. The name and the Florida street address of the registered agent and office are:

**Thomas Baur, Esq.
Baur, Woodbridge, Reus & Klein, P.A.
100 N. Biscayne Blvd. Suite 2100
Miami, FL 33132**

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.



Thomas Baur, Esq., Registered Agent

Jan 16, 2000
Date

Filing Fee: \$ 25 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA