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**LAW OFFICES OF
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March 2, 2000

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

Re: Windsor International Trading, LLC

Dear Sir(s)/Madam(s):

Enclosed is an original and one copy of the Articles of Incorporation and a check for Filing Fee and Certified Copy.

If you have any questions, please feel free to call me.

Very truly yours,

Denise Deckelboim

Name	DENISE DECKELBOIM	
Availability	Legal Assistant to	
Document Examiner	DEAN R. HALPER, ESQ.	
Updater	DRH/dd	DCC
Enclosure		
Uploader		
Verifier	DCC	
Administrative	DCC	
W. P. Verifier	DCC	

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

0 debt affidavit

Denise D. GAVE
AUTHORIZATION BY PHONE TO
delete *affidavit*
CURRENT
DATE *3/14/00*
DOC. EXAM. *dcc*

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Windsor International Trading, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

7050-35 W. Palmetto Park Road
Boca Raton, FL 33433

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

 X The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Peter Kirschner
7050-35 W. Palmetto Park Road
Boca Raton, FL 33433

Brian Rubin
7050-35 W. Palmetto Park Road
Boca Raton, FL 33433

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional member(s) may be admitted with unanimous consent of the original members Peter Kirschner and Brian Rubin.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

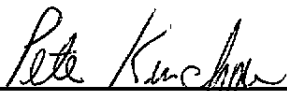
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members may continue to conduct the business.

Signature of a member or an authorized representative of a member

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

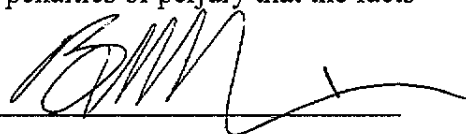
Peter Kirschner



Signature of a member or an authorized representative of a member.

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

Brian Rubin



Filing Fee: \$250.00 for Articles and Affidavit

SECTION OF STATE
TALLAHASSEE, FLORIDA

00 MAR -6 PM 1:10

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**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: Windsor International Trading, LLC

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

<u>Dean R. Halper, Esquire</u> NAME	SECRETARY OF STATE TALLAHASSEE, FLORIDA
<u>15200 Jog Road, Suite B-7</u> Florida street address (P.O. Box NOT ACCEPTABLE)	
<u>Delray Beach, Florida 33446</u> City, State, and Zip	

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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.


SIGNATURE

Filing Fee: \$35 for Designation of Registered Agent