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ACCOUNT NO. : 072100000032

REFERENCE : 669849 4336650

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 155.00

FILED
00 APR 20 PM 1:42
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TALLAHASSEE, FLORIDA

ORDER DATE : April 20, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 669849-005

CUSTOMER NO: 4336650

600003216456--2

CUSTOMER: Robert Hudson, Jr., Esq
BAKER & MCKENZIE
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19th Floor
1200 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: TOMERA INVESTMENTS LC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

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ROBERT F. HUDSON, JR.
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(305) 789-8906

April 19, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

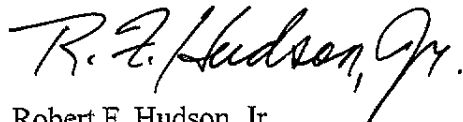
Re: Tomera Investments LC

Dear Sir/Madame:

Enclosed please find original plus one copy of the Articles of Organization of Tomera Investments LC to be processed by your office. We kindly request that once the articles have been processed a certified copy be returned to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,



Robert F. Hudson, Jr.

Enclosures

FILED
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TOMERA INVESTMENTS LC

a Florida limited liability company

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TALLAHASSEE, FLORIDA

1. The name of this limited liability company is **TOMERA INVESTMENTS LC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

781 Crandon Blvd.
Unit 601
Key Biscayne, FL 33149

4. The name and address of the registered agent of the Company is:

Corporation Service Company (CSC)
1201 Hays Street
Tallahassee, Florida 32301

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the

members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

7. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

WILLY J. TOEDTLI H.

781 Crandon Blvd.
Unit 601
Key Biscayne, FL 33149

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8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of **TOMERA INVESTMENTS LC**, has executed these Articles of Organization this 18th day of April, 2000.

MEMBER:

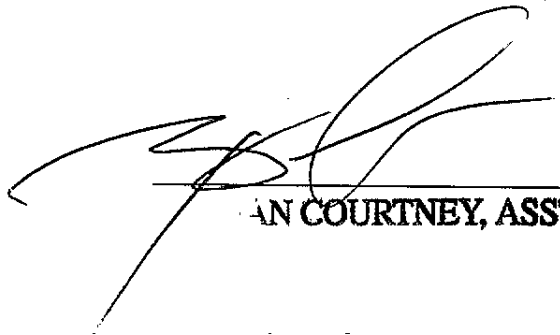


WILLY J. TOEDTLI H.

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **TOMERA INVESTMENTS LC**, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

Corporation Service Company (CSC)


AN COURTNEY, ASST. VP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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