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WINTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PARK PLAZA  
NEW YORK, NY 10004-1490  
TELEPHONE: 212-858-1000  
TELEFAX: 212-858-1500

1133 CONNECTICUT AVENUE, N.W.  
WASHINGTON, DC 20036  
TELEPHONE: 202-775-9800  
TELEFAX: 202-833-8491

695 EAST MAIN STREET  
STAMFORD, CT 06904-6760  
TELEPHONE: 203-348-2300  
TELEFAX: 203-965-8226

125 WORTH AVENUE  
PALM BEACH, FL 33480

TELEPHONE: 561-655-7297  
TELEFAX: 561-833-6726

2 THROGMORTON AVENUE  
LONDON EC2N 2DG ENGLAND  
TELEPHONE: 011-44171-628-4931  
TELEFAX: 011-44171-638-0443

6-7, ATAGO I-CHOME  
MINATO-KU, TOKYO 105-0002, JAPAN  
TELEPHONE: 011-813-3437-9740  
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER  
CITIBANK PLAZA  
3 GARDEN ROAD, CENTRAL, HONG KONG  
TELEPHONE: 011-852-2530-3400  
TELEFAX: 011-852-2530-3355

6 BATTERY ROAD  
#38-01B, SINGAPORE  
TELEPHONE: 011-65-227-4700  
TELEFAX: 011-65-227-4711

May 12, 2000

VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-05/15/00--01174--001  
\*\*\*160.00 \*\*\*160.00

Re: The Somerset Group, L.L.C.

Dear Sir or Madam:

In connection with the above-captioned matter, enclosed please find the original Articles of Organization for Florida Limited Liability Company. Please file the original Articles and return to us a certified copy of the same. Please also provide us with a Certificate of Good Standing.

Enclosed please find our check made payable to the Florida Department of State in the amount of \$160.00 for such filing fees and certifications.

Please return the requested documentation to us via Federal Express. Enclosed herewith please find a pre-printed Federal Express airbill.

If you have any questions, please do not hesitate to call us.

Very truly yours,

Guy Rabideau

GR/db  
Enclosures

**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of the Limited Liability Company is: The Somerset Group, L.L.C.

**ARTICLE II – Address:**

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

125 Worth Ave. Suite 310  
Palm Beach, Florida 33480

**ARTICLE III – Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV – Management:**

The Limited Liability Company is to be managed by a committee of managers and the names and addresses of such managers are:

Sandra G. Cofer  
529 South Flagler Drive, 18-H  
West Palm Beach, Florida 33401

Carmelee Marie McGeary  
c/o Sheldon A. Mintzberg  
The Marine Group  
1411 Peel Street  
Montreal, Quebec H3A 1S5

Clive Stuart-Findlay  
P.O. Box 3226  
Palm Beach, Florida 33480

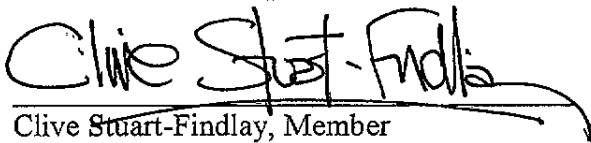
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V – Admission of Additional Members:**

The right of the members to admit additional members and the terms and conditions of the admissions shall be determined with the unanimous written approval of all current members.

**ARTICLE VI – Members Rights to Continue Business:**

The right, 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 automatic.

  
Clive Stuart-Findlay, Member

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TALLAHASSEE, FLORIDA

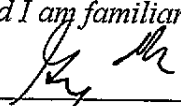
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: The Somerset Group, L.L.C.
2. The name and the Florida street address of the registered agent is:

Guy Rabideau, Esquire  
Winthrop, Stimson, Putnam & Roberts  
125 Worth Avenue, Suite 310  
Palm Beach, Florida 33480

*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 of 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.*

  
\_\_\_\_\_  
Guy Rabideau

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