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Division of Corporations

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Florida Department of State  
Division of Corporations  
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LIMITED LIABILITY COMPANY

MICHEL, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	03
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## ARTICLES OF ORGANIZATION

OF

MICHEL, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

### ARTICLE I -- NAME

The name of the limited liability company shall be MICHEL, L.L.C. ("company").

### ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 2500 N. Federal Highway, Suite 201, Fort Lauderdale FL 33305.

### ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

### ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Carolina Gorman, 2500 N. Federal Highway, Suite 201 A, Fort Lauderdale FL 33305.

### ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company

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or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the majority/unanimous vote of all the remaining members.

#### ARTICLE VII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

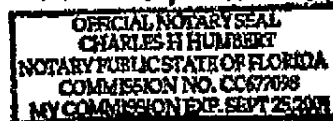
NAME	ADDRESS
Klaus Roggenbuck	Osterbrooksweg 17 22869 Schenefeld Germany

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Lauderdale, Florida, on October 24, 2000, 2000.

*Carolina Gorman*  
Carolina Gorman

Sworn to and subscribed before me this 24<sup>th</sup> day of October, by Carolina Gorman who is personally known to me or has produced her \_\_\_\_\_ as identification.

*Charles H. Humbert*



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

Under the provisions of F.S. 608.414 or 608.507, MICHEL, L.L.C., 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 MICHEL, L.L.C.
2. The name and street address of the registered agent in Florida are:

Carolina Gorman, 2500 N. Federal Highway, Suite 201 A, Fort  
Lauderdale, FL 33305.

The undersigned, being the person named in the articles of organization of MICHEL, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization and accepts the appointment as registered agent and agrees to act on this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Registered Agent  
Carolina Gorman

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