

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)922-4003

EFFECTIVE DATE

12-14-00

From:

Account Name : FLORIDA INCORPORATORS, INC.  
Account Number : 075350000473  
Phone : (305)661-8503  
Fax Number : (603)761-7427

AL

## LIMITED LIABILITY COMPANY

HYKEHAM &amp; RASTRA - U.S.A. LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION FOR  
HYKEHAM & RASTRA - U.S.A. LLC,  
A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

HYKEHAM & RASTRA - U.S.A. LLC

EFFECTIVE DATE  
12-14-00

ARTICLE II - Street Address:

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

HYKEHAM & RASTRA - U.S.A. LLC  
c/o Mark Hankins  
1221 Brickell Ave. Ste. 900  
Miami, FL 33131

ARTICLE III - Duration:

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

30 years

FLORIDA INCORPORATORS, INC.  
1221 BRICKELL AVE, STE. 900 1  
MIAMI, FL 33025  
(305) 661-8503

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by manager who shall solely be empowered to act on behalf of the Limited Liability Company, and the name and address of the manager is:

**Ms. Priscila Lamoste LUSTRE**  
Unit 2, Flamengo Apartments  
Port Vila, Vanuatu

Manager

ARTICLE V - Admission of Additional Members:

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

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

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:

The remaining members have the right 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 upon the majority vote of the remaining members.

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ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.  
1221 Brickell Ave. Ste. 900  
Miami, FL 33131

ARTICLE VIII - Effective Date:

The effective date of these articles shall be December 14, 2000.

ARTICLE IX - Street Address:

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

HYKEHAM & RASTRA - U.S.A. LLC  
c/o Mark Hankins  
1221 Brickell Ave Ste. 900  
Miami, FL 33131

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ARTICLE X - Initial Membership and Percentages:

The initial membership and ownership percentages of the Limited Liability Company is as follows:

HYKEHAM HOLDINGS LTD. 70 %  
Address: Suites 41/42,  
Victoria House, 26 Main Street,  
Gibraltar  
(Company number: 73327)

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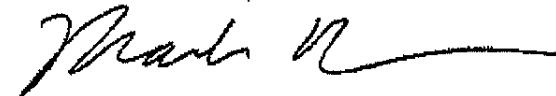
RASTRA AG-CZ A.S.  
Masarykovo nam. 1484,  
Pardubice, Czech Republic  
(Company number: 25288041)

30 %

ARTICLE XI - Initial Capitalization:

The initial capitalization of the Limited Liability Company shall be FIVE MILLION DOLLARS (\$5,000,000).

DATED: December 14, 2000

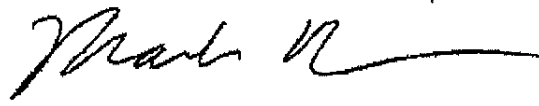


Mark Hankins  
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By: 

Mark Hankins  
President

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