

L-00000016073

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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

December 18, 2000

VIA REGULAR MAIL

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

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-12/20/00--01038--008
***155.00 ***155.00

Re: Articles of Organization for Odo-Chem U.S.A. Holdings, L.L.C.

Gentlemen:

L-16073

Enclosed is the original and a copy of the Articles of Organization for Odo-Chem U.S.A. Holdings, L.L.C., together with a check for \$155.00 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before December 29, 2000.

Once the Articles of Organization for Odo-Chem U.S.A. Holdings, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Charles E. Kramer

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION FOR
ODO-CHEM U.S.A. HOLDINGS, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is ODO-CHEM U.S.A. HOLDINGS, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 411 East Jackson Street, Suite 100, Orlando, Florida 32801.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the Manager(s) and the names and addresses of the initial manager are:

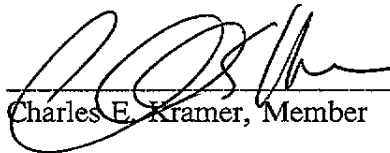
<u>Name</u>	<u>Address</u>
David Best	27 Rostrevor Parade North Mont Albert 3129 Victoria, Australia
Charles E. Kramer	411 East Jackson Street, Suite 100 Orlando, Florida 32801
Jay A. Hutchinson	411 East Jackson Street, Suite 100 Orlando, Florida 32801

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ARTICLE V - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is Michael J. Appleton. The Members may from time to time designate a new registered agent.

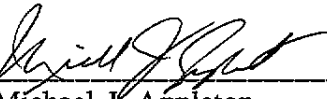
IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Winter Park, Florida, this 12 day of ~~November~~ *December*, 2000.



Charles E. Kramer, Member

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Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 
Michael J. Appleton

Date: 12/18/00

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