



L01000000034B

ACCOUNT NO. : 072100000032

REFERENCE : 953262 7193879

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : January 4, 2001

ORDER TIME : 1:32 PM

ORDER NO. : 953262-001

CUSTOMER NO: 7193879

CUSTOMER: Mr. Keith H. Lewis  
Mr. Keith H. Lewis

800003528638-6

90 Alton Road, Suite:2901

Miami, FL 33139

DOMESTIC FILING

NAME: COMMERCE ONE FINANCIAL LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS: *PH*

01 JAN -8 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

RECEIVED  
01 JAN -8 PM 3:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

COMMERCE ONE FINANCIAL LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 90 ALTON ROAD, SUITE 2901, MIAMI BEACH, FLORIDA, 33139.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

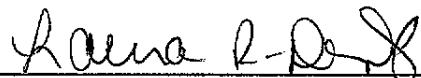
Manager: KEITH H. LEWIS  
90 ALTON ROAD  
SUITE 2901  
MIAMI BEACH, FLORIDA 33139

01 JAN - 8 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

The undersigned authorized representative of a member of  
COMMERCE ONE FINANCIAL LLC hereby executes these articles of  
organization on this 8TH Day of January 2000.

THE COMPANY CORPORATION

  
BY: LAURA R. DUNLAP  
as its agent as authorized  
representative of  
COMMERCE ONE FINANCIAL LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation  
authorized to transact business in this State, having a  
business office identical with the registered office of the  
Limited Liability Company named above, and having been  
designated as the registered agent in the above and  
foregoing articles, is familiar with and accepts the obligations  
of the position of registered agent under Section 608.415 or  
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Dated: January 8, 2001

**Laura R. Dunlap**  
**as its agent**


njh

APPROVED  
AND  
FILED  
01 JAN - 8 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## LIMITED POWER OF ATTORNEY

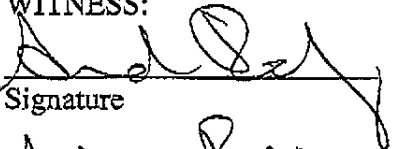
The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of **COMMERCE ONE FINANCIAL LLC** (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 8th day of January, 2001.

  
Signature

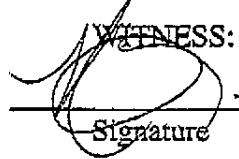
Keith H. Lewis  
Print Name of Signer

WITNESS:

  
Signature

Andrea Rodriguez  
Print Name of Witness

WITNESS:

  
Signature

Nikol Solares  
Print Name of Witness

APPROVED  
AND  
FILED  
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TALLAHASSEE, FLORIDA