

40/000000583

Atlantic Professional Building  
1591 East Atlantic Blvd.  
Suite 200  
Pompano Beach, Florida  
U.S.A. 33060

Telephone: (954) 943-1498  
Facsimile: (954) 943-1499  
E-mail: usa@ICSL.com  
Web Pages: <http://www.ICSL.com>

**INTERNATIONAL COMPANY  
SERVICES (USA) INC.**

*Providing International Business Consulting Since 1979*

MJH

January 5, 2001

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

000003529740--7  
-01/09/01--01065--003  
\*\*\*155.00 \*\*\*155.00

RE: INTERNATIONAL COMPANY SERVICES (USA) LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of INTERNATIONAL COMPANY SERVICES (USA) LLC and a check in the amount of \$155.00 to cover the filing fees for the Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,  
FOR INTERNATIONAL COMPANY SERVICES (USA) LLC

  
Jerry J. Bakerjian  
Managing Director

JB/ab  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -9 PM 2:27

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**INTERNATIONAL COMPANY SERVICES (USA) LLC**

**ARTICLE II - Address:**

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

1591 East Atlantic Blvd. Suite 200  
Pompano Beach, Florida 33060

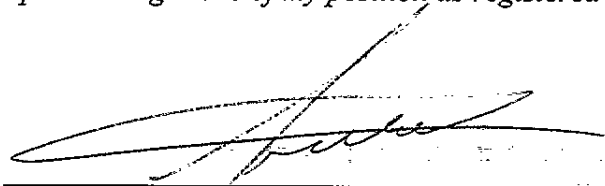
**ARTICLE III**

**Registered Office & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Carlton Management, Inc.  
1591 East Atlantic Blvd. Suite 200  
Pompano Beach, Florida 33060

*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 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 as provided for in Chapter 608, F.S.*



Registered Agent's Signature

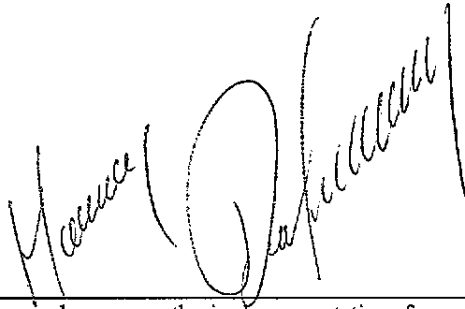
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -9 PM 2:27

---

**ARTICLE IV - Management:**

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

Sovereign Management Ltd  
Harold Debroskey  
Olymia Building  
PO Box SS-19044, West Bay Street  
Nassau  
Bahamas

A handwritten signature in dark ink, appearing to read "Harold Debroskey", written over a horizontal line.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sovereign Management Inc.

Typed or printed name of signee