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Berkshire Halifax Corporation

12230 Forest Hill Blvd., Suite 110

Wellington, FL 33414

Tel: 561-227-1539; Fax: 208-692-6387

Email: hac-berkshire@msn.com and kebr@msn.com

MJH

January 28, 2001

STATE OF FLORIDA

Department of State, Division of Corporations

409 East Gaines Street

Tallahassee, FL 32314

Dear Sir or Madame:

300003602513--5
-01/30/01--01105--015
***260.00 ***130.00

Enclosed please find the following items:

1. Articles of Organization -- DANIA INTERNATIONAL LLC
2. Articles of Organization -- BERKSHIRE CARILLON LLC
3. Check in the amount of \$260.00 + \$ 5.00

The check is to cover:

Dania International LLC:	Filing \$125.00 and certificate \$5.00
Berkshire Carillon LLC:	Filing \$125.00 and certificate \$5.00
H.I., LLC:	Certificate of good standing \$5.00



Please expedite these items as quickly as possible and return to me at the above address. If you have any questions, don't hesitate to contact me, my direct number is: 561-358-6064. Thank you for your help.

Sincerely,

BERKSHIRE HALIFAX CORPORATION

Holly Ann Chaney
Executive Assistant to the Chairman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 30 PM 2:14

ARTICLES OF ORGANIZATION
OF
BERKSHIRE CARILLON L.L.C.

We, the undersigned persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be BERKSHIRE CARILLON L.L.C.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 12230 Forest Hill Blvd., Suite 110, Wellington, Florida 33414, and the name and address of the initial registered agent of the Company at that address is John Ben Ali Haggin, Jr., 12230 Forest Hill Blvd. Suite 110, Wellington, FL 33414. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

[Intentionally deleted]

ARTICLE 6.

Ownership Interest

The members of the organization and their respective percentage ownership interests are:

Berkshire Halifax Corp.	100%
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ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 9.

Management

Management of the Company is reserved to John Ben Ali Haggin, Jr., who shall serve as the manager of this Company until such time as another manager is designated in accordance with the Regulations. John Ben Ali Haggin's address is 12230 Forest Hill Blvd. Suite 110, Wellington, FL 33414.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him or in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, we have hereunto set our hands and seals
this 26 day of January, 2001.

DANIA INTERNATIONAL L.L.C.

By

John Ben Ali Haggin, Jr.

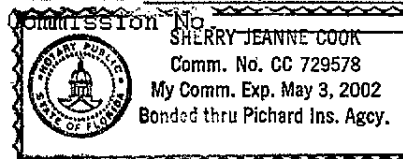
STATE OF Florida

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 26 day of
January, 2001 by John Ben Ali Haggin, Jr. who is personally known to me or
has produced Id. & Lis. as identification.

H250-462-57-066-0

Notary Public
State of Florida



My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 608, Florida Statutes, the following is
submitted, in compliance with said Act:

That DANIA INTERNATIONAL L.L.C., desiring to organize as a limited
liability company under the laws of the State of Florida with its principal
office, as indicated in the Articles of Organization, has named John Ben Ali
Haggin, Jr., having an address at 12230 Forest Hill Blvd., Suite 110, City
of Wellington, County of Palm Beach, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN BEN ALI HAGGIN, JR.