

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Division of Corporations

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LIMITED LIABILITY COMPANY

BLUECHIP INTERNATIONAL LLC

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FAX NO. 3024725233

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited liability company is:

Bluechip International LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the company is:

Bluechip International LLC 1333 North Duval Street Tallahassee, FL 32302

Article IV. Registered Agent

The name and Street Address of the Company's registered agent is:

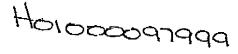
Florida Filing & Search Services, Inc. 1333 North Duval Street Tallahassee, FL 32302, United States

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in a coordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certi icate issued by the Company.

Registered Agents Ltd. 1220 North Market Street, Suite 606 Wilmington, DE 19801 800-441-5940 TALLAHASSEE. LEOM

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of a majority of the remaining members of the company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Unites co not approve the assignment, the assignce shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignce shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit o similar item to which the assignor was entitled, to the extent assigned.

Article VIII, Management

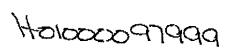
The Company will be manager-managed. The name and address of each manager is:

Cavendish Management LLC 1000 Connecticut Ave., NW, Suite 1020 Washington, DC 20036

Article IX Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

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Article X. Company Existence

The Company's existence shall begin effective as of September 6, 2001.

Authorized Representative

Michele Ciconte

Registered Agents, Ltd.

Date: September 6, 2001

SECRETARY OF STATE ALLAHASSEE, FLORID

SWORN AND SUBSCRIBED before me a notary public for the State of Delaware, this 6^{th} day of September, 2001

responda

LAURA ENGELS BRYDA NOTARY PUBLIC STATE OF DELAWARE

My Commission Expines April 28, 2002

Registered Agents Ltd. 1220 North Market Street, Suite 606 Wilmington, DE 19801 800-441-5940

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY:

Bluechip International LLC

REGISTERED AGENT/OFFICE

Florida Filing & Search Services, Inc. 1333 North Duval Street Tallahassee, FL 32302 SECRETARY OF STATE OF STATE OF SEP 10

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position

Florida Filing & Search Services, Inc.

Date: 9/10/01

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