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**ARTICLES OF ORGANIZATION
OF
INTERTRADE OF SW FLORIDA L.L.C.**

**ARTICLE I
NAME**

The name of this Limited Liability Company (also referred to as "Company") is **INTERTRADE OF SW FLORIDA L.L.C.**

**ARTICLE II
ADDRESS**

The street address and mailing address of INTERTRADE OF SW FLORIDA L.L.C. is **1217 Cape Coral Parkway East, PMB 237, Cape Coral, Florida 33904-9604.**

**ARTICLE III
PURPOSE**

This Limited Liability Company is created for the purpose of **international trade and all related services**, and in such other business or businesses as may be agreed on by the members.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Liability Company shall be **1217 Cape Coral Parkway E., #237, Cape Coral, Florida 33904-9604**, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be **Mr. Siggi Ahrens**, at the following address:

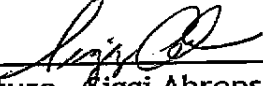
**13131 University Drive
Fort Myers, Florida 33907**

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

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of my position as registered agent as provided for in Chapter 608, F.S.



Signature - Siggi Ahrens

ARTICLE V MANAGEMENT OF BUSINESS

The day-to-day activities of the Limited Liability Company shall be managed by member **Hans-Guenter Heinrichs**. The members shall have rights in the general management or conduct of the Limited Liability Company in accordance with their respective percentage interest.

The members' names and addresses are as follows:

Hans-Guenter Heinrichs
50%

Garschager Heide 43
42899 Remscheid
Germany

Babbette Heinrichs
50%

Same

The company is therefore a "manager-managed" limited liability company. The following decisions shall be made only by unanimous consent of the members:

- a. assigning Company property to creditors or other assignees, including debts owed the Company;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. impeding the carry on of business;
- e. executing and delivering any debt instrument;
- f. borrowing money in the name of the Company;
- g. conveying real or personal property of the Company;
- h. pledging a member's interest to outsiders;
- i. disposing of the good will of the Company.

ARTICLE VI PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

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ARTICLE VII MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

ARTICLE VIII TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE IX PROFITS AND LOSSES

Profits and losses generated by the business of this Company shall be paid only after the repayment of any Company debt, and shall be passed through to the members in their proportionate share of the Company.

ARTICLE X WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XI below.

ARTICLE XII DISSOLUTION, WINDING UP, LIQUIDATION

The Limited Liability Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the Company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;
3. Unanimous written consent of the members.

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

If the remaining members elect to continue the Company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events numerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. If any member withdraws from the Company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Liability Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

ARTICLE XII DISPUTE AMONG MEMBERS

Any dispute or controversy arising in connection with these Articles which are not otherwise resolved shall be determined and settled by arbitration to be held in Collier County, Florida, in accordance with the rules then obtaining to the American Arbitration Association. Any award rendered therein shall be final and binding on every partner, and judgment may be entered thereon in the Circuit Court in Collier County, Florida.

ARTICLE XIII AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida

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Secretary of State. All members of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on 12/19/2, 2001.

H-G H S

Hans-Guenter Heinrichs

Babette Heinrichs

Babette Heinrichs

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