ROGER A. ABI-ZEID

ATTORNEY-AT-LAW

1800 Diagonal Road, Suite 600, Alexandria, Virginia 22314 703-299-9729, 703-244-0049 (Voice)

*Admitted in New York

PRACTISING BUSINESS IMMIGRATION AND NATIONALITY LAW

December 17, 2001

Via Hand-Delivery or Mailing by Client

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399 400004763214--2
-01/09/02--01058--008
-****100.00 *****100.00
400004763214--2
-01/09/02--01058--009
*****25.00 *****25.00
400004763214--2
-01/09/02--01058--010

Ref: Filing of Articles of Organization for ZINGG INTERNATIONAL ******30.00 ******30.00

TRADING LLC

Dear Sir or Madam:

-01/09/02--01058--011 *******5.00 *******5.00

Please find attached the following documentation in support of the filing of Articles of Organization for ZINGG INTERNATIONAL TRADING LLC:

- 1./ Articles of Organization in triplicate
- 2./ \$100 filing fee for Articles of Organization payable to the Florida Department of State
- 3./ \$25 fee for Designation of Registered Agent payable to the Florida Department of State
- 4./ \$30 fee for Certified Copy payable to the Florida Department of State and
- 5./ \$5 fee for Certificate of Status.

We would appreciate receiving a letter of acknowledgment upon registration.

Sincerely,

Roger A. Abi-Zeid

attachments

5L

ARTICLES OF ORGANIZATION

FOR

ZINGG INTERNATIONAL TRADING LLC

ARTICLE I - Name:

The name of the Limited Liability Company is:

ZINGG INTERNATIONAL TRADING LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of **ZINGG INTERNATIONAL TRADING LLC**, are:

1106 Harbor Lane, Gulf Breeze, FL 32563.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Manuel Siverio 4400 Bayou Boulevard, Suite 16C Pensacola, FL 32503

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..

Manuel Siverio, Registered Agent

ARTICLE IV - Management:

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

Leopoldo G. Rodriguez, Member Only

Margarita Zingg, Member and Manager

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.

Margarita Zingg, Member, and Signee