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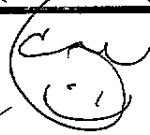
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**ARTICLES OF ORGANIZATION
OF
PHASE TWO INVESTMENT HOLDINGS, LLC**

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TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is and shall continue to be Phase Two Investment Holdings, LLC, referred to in these Articles of Organization as the "Company." The mailing address and principle place of business shall be 757 Washington Avenue
Miami Beach, Fl. 33139.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The registered office of the Company is 757 Washington Avenue, Miami Beach, Florida 33139. The Company's registered agent is David Philips, Esq., whose office is located at 757 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE III
DURATION**

The term of existence of this Company commenced upon the filing of the Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is David Philips, Esquire, natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business purpose and to own, lease and/or operate offices for that purpose.
2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the purpose set forth herein, and to do every other act incidental thereto such is not forbidden under the law of the State of Florida or by the provisions of these Articles of Organization.

**ARTICLE VI
MANAGEMENT BY MEMBERS**

Section 6.01 Management by Members. The Company will be managed by its members.

Section 6.02 Operational Authority of Members

(a) Means of Decision Making. Except as provided by resolution or written action of the members, the members, acting as a group or individually, have sole and equal authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business;

(b) Delegation of Managerial Authority. The members may delegate to a subcommittees of members, an individual member, or an employee of the Company any management responsibility or authority.

Section 6.03 Nonliability of Members for Acts or Omissions in Their Managerial Capacity

To the full extent permitted by the applicable Florida law, all members are released from liability for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity. This release does protect a member from being required by a court to purchase the membership interest of another member who successfully contends that the member has committed actionable oppressive acts to the prejudice of the other members. No amendment or repeal of this section affects any liability or alleged liability of any member for any acts, omissions, or conduct that occurred prior to the amendment or repeal.

ARTICLE VII IDENTIFICATION OF MANAGERS

The names and addresses of the manager of the Company is:

Trans Stahl Limited (50%)
781 Kings Street West
Suite 603
Toronto Ontario M5V3L5

1341744 Ontario LTD (50%)
781 Kings Street West
Suite 603
Toronto Ontario, M5V3L5

ARTICLE VIII ADMISSION OF NEW MEMBERS

Section 8.01 New Members Who Acquire Their Membership Interests From the Company
Admission by Members. Pursuant to Section 608.4232 of Florida Limited Liability Act (The "Act"), the Company may admit additional members only upon written consent by all the members. Any new member which is approved by the existing members as set forth herein shall become a member of the Company upon the payment of the contribution of the capital of the Company as established from time to time by the members and upon such member's agreements to comply with these Article of Organization, Regulations (as defined under the Act), and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

Section 8.03 New Members Who Acquire Their Membership Interests From a Current Member.
No member may transfer the member's complete membership interest, or any rights to participate in the management of the Company, without the consent of a majority in interest of the other members. If the members give the required consent, the transferee is admitted to membership in the Company. If the members do not give the required consent, the transferee does not become a member and has no right to participate in the management of the company. No individual may participate in management of the Company who receives his interest by will, devise, inheritance, or any other testamentary gift or instrument as recognized by applicable law, without consent by members of a majority in interest of the

Company.

ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation. To avoid dissolution under this Section 9.01(b), the Company must have at least one remaining member.

In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from a majority in interest of the remaining members.


Executed this 24 day of May, 2002
BY:

David Philips
David Philips, Esquire Organizer

**CERTIFICATE DESIGNATING AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In Compliance with Section 608.415, Florida Statutes, it is submitted that PHASE TWO INVESTMENT HOLDINGS, LLC organized under the laws of the State of Florida as a limited liability company, has named David Philips, Esq., whose address is 757 Washington Ave, Miami Beach, Florida 33139, as its agent to accept service of process within Florida (registered agent).

Having been named as registered agent and to accept service of process for the above stated Florida Limited Liability Company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on the 24th day of May 2002, to accept the appointment as registered agent and to act in this capacity. I further agree with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.



David Philips as
Authorized Member
Representative

May 24, 02
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 31 PM 2:40

APPROVED
AND
FILED