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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Law Offices of
**MOYLE
FLANIGAN
KATZ
RAYMOND
& SHEEHAN
P.A.**

POST OFFICE BOX 3888 (ZIP 33402-3888)
625 NORTH FLAGLER DRIVE, 9TH FLOOR
WEST PALM BEACH, FLORIDA 33401-4025

TELEPHONE (561) 659-7500
FACSIMILE (561) 659-1789

OTHER OFFICES:
TALLAHASSEE
WELLINGTON

WRITER'S DIRECT LINE:
(561) 822-0321

PETER L. BRETON
DANIEL DOORAKIAN
JOHN R. EUBANKS, JR.
JOHN F. FLANIGAN
VICKIE A. GOMEZ
WILLIAM H. HOLLIMON
MARTIN V. KATZ
PAUL A. KRASKER
FRANCIS X. J. LYNCH
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MARK E. RAYMOND
CATHY M. SELLERS
THOMAS A. SHEEHAN, III
ROBERT J. SNIFFEN
MARTA M. SUAREZ-MURIAS
WILTON L. WHITE

OF COUNSEL:
DANIEL K. CORBETT
THOMAS A. HICKEY
WILLIAM J. PAYNE
RONALD WITKOWSKI

July 1, 2003

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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03 JUL -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Babylon International Enterprises, L.L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the following documents for filing:

1. Articles of Organization of Babylon International Enterprises, L.L.C.; and
2. Certificate of Designation of Registered Agent and Registered Office.

Also enclosed is a check in the amount of \$125.00 in payment of the filing fees. Please return date stamped copies to the undersigned in the enclosed addressed and prepaid envelope.

Thank you kindly for your attention to this matter.

Very truly yours,



Daniel R. Doorakian, Esq.

DRD/ejn
Enclosures
11/386/1

**ARTICLES OF ORGANIZATION
OF
BABYLON INTERNATIONAL ENTERPRISES, L.L.C.**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is Babylon International Enterprises, L.L.C. ("Company").

ARTICLE II

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 7197 Windy Preserve, Lake Worth, Florida 33467. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Daniel Doorakian, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida, 33401.

ARTICLE V

The management of this Company shall be vested in a manager who shall serve until the first annual meeting of the members or until their successor has been duly elected. The name and mailing address of the manager ("Manager") is as follows: GHAZI M. KHATTAB, whose address is 7197 Windy Preserve, Lake Worth, Florida 33467.

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SECRETARY OF STATE
ALBUQUERQUE, NEW MEXICO

ARTICLE VI

Additional members may be admitted to this Company upon such terms and conditions as may be established by the Manager.

ARTICLE VII

The business of this Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company, unless all the managers and a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this Company.

ARTICLE VIII

The power to adapt, alter, amend or repeal the regulations of the Company shall be vested in the Manager. Regulations adopted by the Manager may be repealed or altered, new regulations may be adopted by the Manager and the Manager may prescribe that such regulations may not be altered, amended or repealed.

ARTICLE IX

Informal Action of Members. Any action of the members may be taken without a meeting and consent in writing setting forth the action so taken shall be signed by all members who will be entitled to vote upon such action at a meeting and filed with the Manager as part of the Company's records.

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TALLAHASSEE, FLORIDA

ARTICLE X

Contracting Debt. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26 day of June, 2003.

BABYLON INTERNATIONAL ENTERPRISES, LLC,
a Florida corporation



Ghazi M. Khattab, President

Title: Authorized Representative


STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26 day of June, 2003, by GHAZI M. KHATTAB, as President of Babylon International Enterprises, LLC, an authorized representative of the members, who is personally known to me, OR has produced F.D.L. as identification.

WANDÉE NGUYEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC870644
EXPIRES 9/13/2003
(NOTARY STAMP) BONDED THRU ASA 1-888-NOTARY1


Notary Name: _____
Notary Public
Serial (Commission) Number _____
(If any) _____

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for Babylon International Enterprises, L.L.C.


Daniel Doorakian, Esquire
Registered Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article IV of the foregoing Articles of Organization.

1. The name of the limited liability company is BABYLON INTERNATIONAL ENTERPRISES, L.L.C.

2. The name of the registered agent in the State of Florida is Daniel R. Doorakian, an individual resident of Florida.

3. The address of the registered agent in the State of Florida is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Liability Company. I am familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.

By: 
Daniel R. Doorakian

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03 JUL -3 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA