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July 7, 2002

Secretary of State
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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Re: STUART INVEST, L.L.C.
Our File Number: 5449

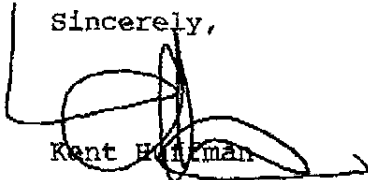
Dear Madam or Sir:

Accompanying this letter you will find an original of the ARTICLES OF ORGANIZATION and REGISTERED AGENT DESIGNATION for the above referenced entity, and a check in the amount of \$130.00, to cover your fee for filing the ARTICLES OF ORGANIZATION and REGISTERED AGENT DESIGNATION, and furnishing a Certificate of Status.

Kindly direct the return file stamped copies of the documents to the undersigned, at the above address.

Thank you.

Sincerely,


Kent Huffman

KH/mac

ARTICLES OF ORGANIZATION OF
STUART INVEST, L.L.C.

The undersigned, for the purpose of forming a Florida Limited Liability Company under Chapter 608, Florida Statutes, hereby adopts the following ARTICLES OF ORGANIZATION:

ARTICLE I - NAME

The name of the Limited Liability Company is STUART INVEST, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the Limited Liability Company is: c/o INTERNATIONAL CONSULTANTS & REALTY, INC., 333 Southern Boulevard, Suite 400, West Palm Beach, 33405.

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ARTICLE III - DURATION

The term for which the Company will exist shall be perpetual, and its existence shall begin on the date of the execution of these Articles.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager. The name and address of the manager is:

HANNOVER CORPORATION
c/o INTERNATIONAL CONSULTANTS & REALTY, INC.
333 Southern Boulevard, Suite 400
West Palm Beach, FL 33405.

IN WITNESS WHEREOF, the undersigned has executed these
ARTICLES OF ORGANIZATION, this 7th day of July, 2003.


Rainer Künnenmann, Member

Manager:

HANNOVER CORPORATION,

by 
Horst-Ewald Pferdekämper
President

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(In accordance with Section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under
penalties of perjury that the facts stated herein are true.)

SCHEDULE OF MEMBERS OF STUART INVEST, L.L.C.

The members of STUART INVEST, L.L.C., and their respective contributions to the company are as follows:

1. Rainer Künnermann

\$10,000.00

(ten thousand US \$)

STUART INVEST, L.L.C.
By HANNOVER CORPORATION,
Its Manager,

by *[Signature]*
Horst-Ewald Pferdekämper,
President

July 7th, 2003

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 608.415 or 608.507, Florida Statutes, the undersigned Florida Limited Liability Company submits the following statement designating a registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is *Stuart*
INVEST, L.L.C.

2. The name and address of the registered agent and office is: Renate Wilde, c/o INTERNATIONAL CONSULTANTS & REALTY, INC., 333 Southern Boulevard, Suite 400, West Palm Beach, FL 33405..

Having been named as registered agent and to accept service of process for the above referenced 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 all the provisions of the 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.

REGISTERED AGENT:

Renate Wilde
Renate Wilde
June 27, 2003

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