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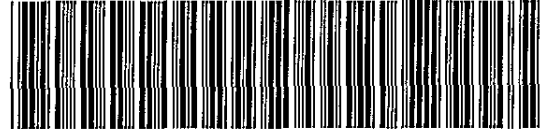
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**AL**

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

September 2, 2003

Dear Sir or Madam:

As the registered agent, I wish to have **Phenixia Investment, LLC** registered in the state of Florida and I have attached the Articles of Organization for **Phenixia Investment, LLC**.

If you have further questions please feel free to contact me.

Regards,

A handwritten signature in black ink, appearing to read 'Samir Husain', with a stylized flourish extending to the right.

Samir Husain  
Registered Agent Phenixia Investment, LLC

208 Three Islands Blvd, Suite 201  
Hallandale, FL 33009  
Tel: (954)-458-1675

**Domestic Limited Liability Company Articles of Organization**

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**Phenixia Investment, LLC**

These Articles of Organization for the Domestic Limited Liability Company, **Phenixia Investment, LLC**, dated August 10th, 2003, is being duly executed and filed by Samir Husain.

**Article I DEFINITIONS**

- a) **"Act"** shall mean the Limited Liability Company Act of the State of Florida, as the same may be amended from time to time.
- b) **"Management Decision"** shall mean the ability to direct or influence the policy or management of the LLC. All decisions would be approved by a voting system. Decisions would be passed with 50 votes and plus.
- c) **"Contribution Percentage"** shall mean, the contribution made by each respective Member.
- d) **"LLC Unit Contribution Percentage"** shall mean, with respect to each Member, the percentage set forth opposite the name of such Member
- e) **"Vote in interest of LLC members"** shall mean, in which each LLC member shall have one vote per LLC percentage, for example, a member possessing 25 % of the LLC Unit Contribution Percentage would have 25 votes in interest.

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**Article II NAME**

The name of the **Phenixia Investment LLC** shall be:(must contain one of the required terms such as "limited liability company" or abbreviations such as "L.L.C."

**Article III PRINCIPAL MAILING ADDRESS**

The principal mailing address is:

**Phenixia Investment, LLC  
208 Three Island Blvd, Suite 201  
Hallandale, FL 33009**

**Article IV REGISTERED AGENT AND OFFICE**

The address of the registered office and the name of the Resident Agent of the Limited Liability Company in the State of Florida as is:

**Samir Husain  
208 Three Island Blvd, Suite 201  
Hallandale, FL 33009**

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a) All banking and business transactions, with the sum above  
"One thousand US Dollars", signed on behalf of **Phenixia  
Investment, LLC**, by the registered agent, has to be approved  
from one of the members. A power of attorney for this specific  
transaction will be fax to the bank allowing the registered agent  
to operate.

b) All banking and business transactions, with the sum less  
than "One thousand US Dollars", can be executed on behalf of  
**Phenixia Investment, LLC** by the registered agent, without  
any verbal and written approval from the members.

ACCEPTANCE OF APPOINTMENT:

A handwritten signature in black ink, appearing to read 'Samir Husain', is written over a horizontal line.

Samir Husain

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**Article V BUSINESS PURPOSE**

The purpose of the LLC is as follows:

- a) To deal in various types of financial services. The term 'to deal in', as used herein, shall mean financial products, consulting, brokerage and international finance, all in accordance with the rules and regulations of a Limited Liability Company under the Florida Code.
- b) To engage in any lawful activity for which a Limited Liability Company may be organized under the Florida Code.
- c) To exercise all the powers to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the hereinbefore enumerated purposes.
- d) To provide consulting services.
- e) To carry on other lawful business whether related or not related to the foregoing, including the transaction of all lawful business for which Limited Liability Companies may be organized pursuant to the Florida Limited Liability Company laws, to have and exercise all powers, privileges and immunities now or hereafter conferred upon or permitted to Limited Liability Companies, by the laws of the State of Florida, and to do any and all of the things hereinbefore set forth to the same extent as

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natural persons could do insofar as permitted by the laws of the  
State of Florida.

- f) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by, or in the right of the Limited Liability Company), by reason of the fact that he/she is or was a member, director, officer, employee, agent or agent of another Limited Liability Company, Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Limited Liability Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Limited Liability Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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**Article VI MEMBERS**

The names and street addresses of Members who shall constitute the initial Members of the Company are as follows:

**Cenango Financial, LLC**, 208 Three Island Blvd, Suite 201,  
Hallandale, FL 33009

**Eric Pierrot**, 7 rue Camille Saulnier. 78110 Le Vésinet,  
France

**Bertrand Srey**, 103 Avenue Stalingrad. 94800 Villejuif,  
France

**Andre Do**, 3 Allée de l'Annapurna. 94400 Vitry sur Seine,  
France

**Jean Pierre Gomez**, 9 Villa Jeanne d'Arc, 94350 Villiers sur  
Marne, France

**Article VII UNIT CONTRIBUTION AND CAPITAL STRUTURE**

<b><u>Members names</u></b>	<b><u>LLC UNITS %</u></b>	<b><u>LLC UNITS VOTE</u></b>
<b>Cenango Financial</b>	4%	4
<b>Jean Pierre Gomez</b>	24%	24
<b>Bertrand Srey</b>	24%	24
<b>Eric Pierrot</b>	24%	24



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**Article VIII MANAGEMENT**

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**Phenixia Investment, LLC** is to be member-managed by :

**Cenango Financial, LLC**, 208 Three Island Blvd, Suite 201,  
Hallandale. FL 33009

**Eric Pierrot**, 7 rue Camille Saulnier. 78110 Le Vésinet,  
France

**Bertrand Srey**, 103 Avenue Stalingrad. 94800 Villejuif,  
France

**Andre Do**, 3 Allée de l'Annapurna. 94400 Vitry sur Seine,  
France

**Jean Pierre Gomez**, 9 Villa Jeanne d'Arc, 94350 Villiers sur  
Marne, France

**Article VIII TRANSFERT OF UNITS**

- a) **Transfer to LLC members**, members may freely assign and sell their LLC units to another member with approval of the members by a majority of 50 votes and above.
- b) **Transfer to non LLC members**, members may freely assign and sell their LLC units to a non LLC member with approval of the existing members by a majority of 50 votes and above.
- c) LLC members have preferred voting rights over non-LLC members in obtaining LLC Units.

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**Article IX DISOLUTION**

**Dissolution.** The latest date upon which the limited liability company shall dissolve shall be:

**December 31, 2050.**

**Article X LIABILITY AND RISK**

a) **Exculpation of liabilities**, a person who is a member or manager/agent, or both, shall not be liable for the acts, debts or liabilities of the LLC to third parties.

b) **Risk**, There is considerable exposure to risk in business transaction. Business transactions involve risks.

Therefore customers' of Phenixia Investment, LLC would have to sign risk disclosure statements with either Phenixia Investment, LLC or with third party institutions that retain customer funds.

**Phenixia Investment, LLC** would not be responsible for any losses that occur to a customer's funds.

Domestic Limited Liability Company Articles of Organization

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of  
Limited Partnership as of the date first above written.  
Phenixia Investment, LLC.  
a Florida Limited Liability Company By:

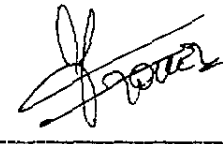
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MEMBER



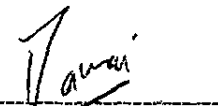
Cenango Financial, LLC  
SAMIR HUSAIN

By :



Jean Pierre Gomez

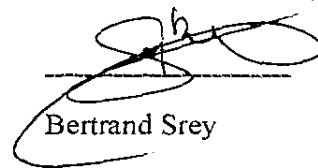
By :



Andre DO

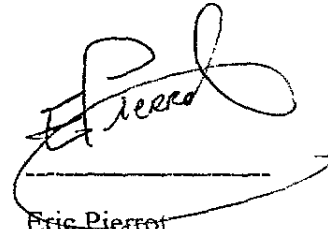
By :

MEMBER



Bertrand Srey

by:



Eric Pierrot

by: