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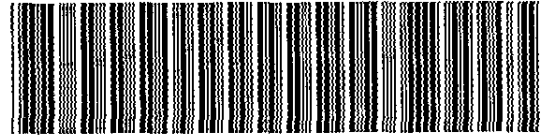
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DIVISION OF CORPORATIONS

WELLINGTON SHIELD NOV 13 AM 11:03

VERTUTIS FORTUNA COMES

Wellington Shield Services Ltd., Inc.

700 Eleventh Street South PH2

Naples, FL 34102 USA

Tel: +1 (239) 430 4306

Fax: +1 (239) 430 4307

Email: candy.morrison@wellingtonshield.com

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
(850) 245-6051

November 10, 2003

By: Federal Express

Attn: Registered Section

Subject:

SUGAR CREEK COMPANY LLC

Dear Sirs,

The enclosed Articles of Organization and fees are submitted for filing.

Please:

- 1) File the attached Articles of Organization for this company with the State of Florida. (\$100)
- 2) Please certify (1) copy of Articles of Organization) (\$30)
- 3) Attach (1) Apostile to that copy of the Articles of Organization. (\$10)
- 4) Designate the Registered Agent (\$25)
- 5) Certificate of Status (\$5)

I enclose a check for \$170.00 made out to Florida State Department.

If any questions concerning this matter please contact:

Candace Morrison at (239)-430-4306 or e-mail (candy.morrison@wellingtonshield.com).

Yours sincerely,

For and on behalf of Wellington Shield Services Limited, Inc.

Candace Morrison

Client Services Administrator

Wellington Shield Services Limited, Inc.

Articles of Organization
For
SUGAR CREEK COMPANY LLC

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The undersigned, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be **SUGAR CREEK COMPANY LLC**, (“Company”).

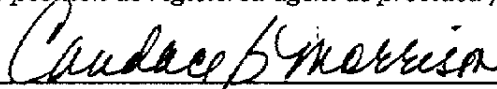
ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 700 Eleventh Street South, PH2, Naples, Florida 34102-6777 and the mailing address shall be the same.

ARTICLE 3 – REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Company is:
Wellington Shield Services Limited Inc., 700 Eleventh Street South PH2, Naples, Florida
34102-6777 USA

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



Registered Agent's Signature

ARTICLE 4 – MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The first Manager of the Company to be elected by the member shall be as Operating Manager, Thomas K.H. Tyrrell whose address is the mailing address of the Company.

The Manager shall manage the business and affairs of the Company in accordance with the Operating Agreement to be adopted by the Member.

ARTICLE 5 – MEMBERS

The name and address of the member(s) is:
Wellington Shield Trustees (NZ) Limited, The KPMG Centre, 9 Princes Street,

- Auckland 1, New Zealand.

ARTICLE 6 – ADMISSION OF NEW MEMBERS

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No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions, as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 7 – PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in the business of a private investment company and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 8 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

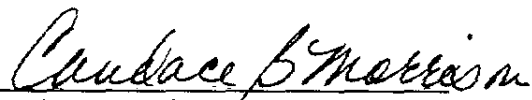
ARTICLE 9 – DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 10 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at 700 Eleventh Street South, PH2, Naples, Florida 34102-6777 for the foregoing uses and purposes, this 10 day of November, 2003.


Candace Morrison

As authorized representative of the Member
Wellington Shield Trustees (NZ) Limited