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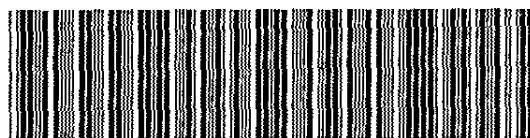
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 12 AM 11:02

**CENTRAL DELAWARE
CORPORATE SERVICES, INC.**

May 11, 2004

Office of the Secretary of State
REGISTRATION SECTION
DIVISION OF CORPORATIONS
ATTN: BRENDA
409 E GAINES STREET
TALLAHASSEE FL 32399

RE: NEW FORMATIONS

I have attached 1 new formations that need to be filed and Certified by the Secretary of state and apostilled for Switzerland.

The Total amount of the check is \$155.00 is to cover \$125.00 Filing Fee, \$30.00 for Certified. Separate check of \$10.00 for apostilles.

When the documents are completed could you please return them to the address below via **DHL Acct # 763432012**.

Best Regards,


Cindy Fletcher

CENTRAL DELAWARE CORPORATE SERVICES, INC.
12260 WILLOW GROVE ROAD-BLDG. #2
CAMDEN, DE 19934
PHONE: 302-698-0118 FAX: 302-698-0403

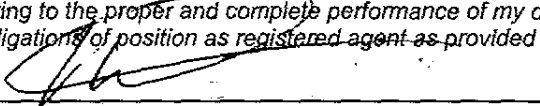
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**ARTICLES OF ORGANIZATION
OF
STONEHOLD CAPITAL L.L.C.
(A Florida Limited Liability Company)
Pursuant to Section 608.407 of the Florida Statute**

First: The name of the limited liability company is: **STONEHOLD CAPITAL L.L.C.**

Second: Its registered office in the State of Florida is located at 360 South Shore Drive, Sarasota, Florida 34234. The registered agent in charge thereof is W. Rick Fletcher

Having been named as registered agent and to accept service of process for the above stated 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 position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

Third: The mailing address and street address of the principal office of the limited liability company is 360 South Shore Drive, Sarasota, Florida, 34234.

Fourth: The company shall be managed by a manager appointed by members with full powers to operate and bind the undertaking. The initial member is: **Cynthia P. Fletcher on behalf of Allport Alliance LLC, PO Box 3321, Town Road, Tortola Road, British Virgin Islands.**

Fifth: OWNERSHIP: The members of the Company shall divide the equity of the undertaking in 1,000 units, with each individual unit having No Stated Par Value. Be it further noted that each member certificate shall state the total number of units authorized and shall only be valid if signed by the manager and sealed with the Company Seal. Be it further noted that the Articles of Organization may be amended from time to time.

Sixth: The duration of the Limited Liability Company shall be perpetual.

Seventh: The name and address of each organizer is W. Rick Fletcher, 360 S. Shore Drive, Sarasota, Florida 34234

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

Ninth: To the fullest extent permitted by the Florida Limited Liability Act a member/manager of this company shall not be liable to the company or its members for monetary damages for breach of fiduciary duty as member/manager.

IN WITNESS WHEREOF I, W. Rick Fletcher, being fully authorized to execute and file this document have signed below and executed these Articles of Organization on May 11th, 2004.


W. Rick Fletcher
Authorized Representative

Sworn to and subscribed before me this 11th day of May, 2004 AD.

Notary: 
Harlan E. Peterson / Notary Public
My Commission Expires: March 3rd, 2006



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