

205000075618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

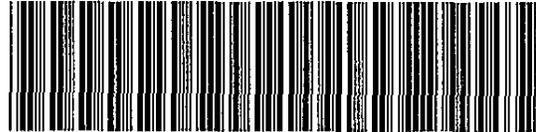
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

MSK

Office Use Only



000057846160

08/02/05--01003--014 **320.00

FILED **RECEIVED**
05 AUG -2 PM 2:19 05 AUG -2 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

GCE Florida LLC

05 AUG - 2 PM 2:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

SP 8/1/05 4:40

Articles of Organization

For

GCE FLORIDA LLC

05 AUG -2 PM 2:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **GCE FLORIDA LLC** (“the 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 – EFFECTIVE DATE

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

ARTICLE 4 – DURATION

Subject to the provisions of Article 10, the existence of the Company shall terminate no later than 99 (ninety-nine) years from the date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 – 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 other 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 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the Registered Office of the Company is:

700 Eleventh Street South, PH2, Naples, Florida 34102-6777

The name and address of the Registered Agent of the Company is:

Able Advisory Inc., 700 Eleventh Street South, PH2, Naples, Florida 34102-6777

ARTICLE 7 – MEMBERS

The name and address of the member(s) of the Company is:

Aeternus Trust Limited of 9 Princes Street, Auckland 1, New Zealand

ARTICLE 8 – ADMISSION OF NEW MEMBERS

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 9 – MANAGEMENT

The Company is a manager-managed company. The member(s) shall adopt an Operating Agreement for the management of the business and affairs of the Company. They shall then appoint the first Manager of the Company, who shall then manage the business and affairs of the Company in accordance with that Operating Agreement. The first Manager(s) shall be:

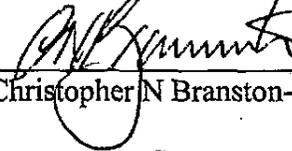
AOMAC Limited-Bison Court, Road Town, Tortola. BVI

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 have made and subscribed these Articles of Organization for the foregoing uses and purposes, this 25th day of July 2005.

For and on behalf of Soje Member: **Aeternus Trust Limited**



Christopher N Branston- Director

Acceptance of Registered agent Designated in Articles of Organization

Able Advisory, Inc. having a business office identical with the registered office of the Company named above and having been designated as the Registered Agent in the above and foregoing Articles of Organization is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Able Advisory, Inc.

CB Merrin - Representative
Signature/Registered Agent Representative