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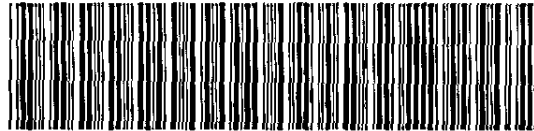
(Business Entity Name)

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September 28, 2005

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ICE REPUBLIC-AMERICAS, L.L.C.


Dear Sir/Madam:

Enclosed please find the following:

1. Original Articles of Organization in the name of the above-referenced corporation;
2. Our firm check in the amount of \$125.00 representing the filing fee for the Articles (\$100.00); the filing fee for the Designation of Registered Agent (\$25.00).

Please file the enclosed document and return a certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Sincerely,



Robert W. Anthony

RWA/arj

Enclosures

cc: ICE REPUBLIC-AMERICAS, L.L.C.

ARTICLES OF ORGANIZATION FOR
ICE REPUBLIC-AMERICAS, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is ICE REPUBLIC-AMERICAS, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of ICE REPUBLIC-AMERICAS, L.L.C. is:

310 U.S. Highway 17-92 West
Haines City, Florida 33844

ARTICLE III - Registered Agent and Registered Office:

The name and the Florida street address of the initial registered agent and registered office are as follows:

Robert W. Anthony
1325 W Colonial Drive
Orlando, Florida 32804

ARTICLE IV - Duration:

The period of duration for ICE REPUBLIC-AMERICAS, L.L.C. shall be perpetual. The duration of the L.L.C. may be modified upon unanimous vote of the members

ARTICLE V - Management and Members:

ICE REPUBLIC-AMERICAS, L.L.C. is to be a member-managed company and the Managing Members and their percentage Membership Interests are:

Managing Members

Membership Interest

Leszek Arkadiusz Geratowski
ul. Plac Wolnosci 16a/3
44-200 Rybnik
Poland

60%

Michael H. Gordon
9114 Great Heron Circle
Orlando, Florida 32836

40%

The rights and obligations of the Members shall be governed by the provisions of Chapter 608, Florida Statutes, and as set forth in the Operating Agreement

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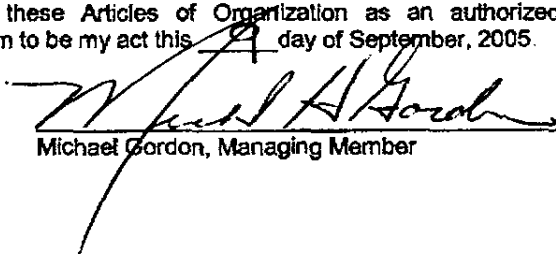
ARTICLE VI - Admission of Additional Members:

The right, if given, to admit additional members and the terms and conditions of the admissions shall be as stated in the Operating Agreement

ARTICLE VII - Members Rights to Continue Business:

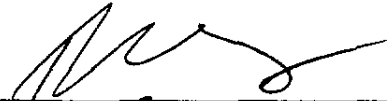
The right, if given, of the remaining members of ICE REPUBLIC-AMERICAS, L.L.C. to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as stated in the Operating Agreement

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the members and acknowledged them to be my act this 9 day of September, 2005.


Michael Gordon, Managing Member

STATEMENT/CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED AGENT

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 my position as registered agent under Chapter 608, Florida Statutes.



Printed Name: Robert W. Anthony

Date: 9-28-05

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STATE OF FLORIDA