

CORPORATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0119 FAX

GSC networks

MAIL TO:
P.O. Box 5820
TALLAHASSEE, FL 32314

95 FEB 21 PM 11:13
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 545557 81883A

AUTHORIZATION : Patricia Poynt

COST LIMIT : 9 105.00

ORDER DATE : February 20, 1995

ORDER TIME : 9:11 AM

ORDER NO. : 545557

CUSTOMER NO: 81883A

CUSTOMER: Alan Pellingra, Esq
Schroeder & Larche, P.a.
Suite 319-a, One Boca Place
2255 Glades Road
Boca Raton, FL 33431

500001411555

RUSH WILL WAIT

DOMESTIC AMENDMENT FILING

... RUSH - WILL WAIT ...

NAME: ZEBRA INVESTMENTS L.C.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: _____

FILED
95 FEB 21 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF
ZEBRA INVESTMENTS L.C.

FILED
95 FEB 21 AM 11:27
SEC
TALLAHASSEE
STATE
FLORIDA

This Certificate of Amendment is executed this 17th day of February, 1995 pursuant to Section 608.411, Florida Statutes.

1. The name of the limited liability company is Zebra Investments L.C.

2. The Articles of Organization of Zebra Investments L.C. were filed with the Secretary of State, Tallahassee, Florida on February 13, 1995 and assigned document number L95000000124.

3. The Articles of Organization provide that Zebra Investment L.C. is to be managed by its members. The members have unanimously decided to amend the Articles of Organization to provide that Zebra Investments L.C. shall hereinafter be managed by manager(s).

4. The Articles of Organization of Zebra Investments L.C. are hereby amended as follows:

ARTICLE IX is deleted in its entirety and replaced with the following:

"ARTICLE IX

MANAGEMENT OF BUSINESS

The management of this company shall be vested in its manager(s). This Company shall initially have one manager. The number of managers may be either increased or decreased from time to time, but shall never be less than one.

<u>Name</u>	<u>Address</u>
C. Scott Albury, a United States citizen	1020 N.W. 62 Street Hangar 17 Fort Lauderdale, Florida 33304

The manager(s) shall serve until the first annual meeting of the members or until the manager(s) successors are elected and qualify."

5. Article XI of the Articles of Organization of Zebra Investments L.C. is hereby amended by adding the following to the end thereof:

"All other documents executed on behalf of this Company may be

executed by the manager(s). The following form of signatures shall be used on documents to be executed by a manager:

Zebra Investments, L.C. a Florida limited liability company

By: _____, Manager"

IN WITNESS WHEREOF, this Certificate of Amendment has been executed this 17th day of February, 1995.

Signed, sealed and delivered in the presence of:

Zebra Investments L.C., a Florida limited liability company

By: IVY INVESTMENTS LIMITED,
a Bahamian corporation, a Member

W. Carine Lopez
W. Carine Lopez
Print, Type or Stamp Name of Witness

By: Alan Pellingra
Alan Pellingra
Vice President

AP/cl
Enclosures

C:\wp51\working\alzabra.amd)

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

CSO networks

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 542171 81883A

AUTHORIZATION :

Patricia Pyzik

COST LIMIT : \$ 337.50

ORDER DATE : February 13, 1995

ORDER TIME : 9:05 AM

ORDER NO. : 542171

CUSTOMER NO: 81883A

CUSTOMER: Alan Pellingra, Esq
SCHROEDER & LANCHE, P.A.

Suite 319-a, One Boca Place
2255 Glades Road
Boca Raton, FL 33431

RUSH WILL WAIT

241-0300

600001404676

DOMESTIC FILING

"RUSH WILL WAIT"

NAME: ZEBRA INVESTMENTS L.C.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

EXAMINER'S INITIALS: *TR*

FILED
95 FEB 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ok to file per Dave

BE

*02250-3273
0114-7-671*

L 95000000124

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
ZEBRA INVESTMENTS L.C.

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended, (the "Act"), hereby forms a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles").

ARTICLE I

Name

The name of this Company shall be:

Zebra Investments L.C.

ARTICLE II

Commencement and Duration

This Company shall commence at the date and time when these Articles are filed, in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

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95 FEB 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 1020 N.W. 62 Street, Hangar 17, Fort Lauderdale, Florida 33304, and such other place or places as may be designated by the members from time to time and the mailing address shall be 1020 N.W. 62 Street, Hangar 17, Fort Lauderdale, Florida 33304 or such other place as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Alan Pellingra, and the address of the Registered Agent for service of process shall be Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7313.

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Million Seven Hundred Sixty-Seven Thousand Five Hundred Dollars (\$1,767,500.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX

Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
Edenvale Holdings Ltd., a Bahamian corporation	P.O. Box N-7776 Nassau, Bahamas
Ivy Investments Limited, a Bahamian corporation	P.O. Box N-7776 Nassau, Bahamas

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures,

leason, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

Zebra Investments, L.C. a Florida limited liability company

By: _____,
a Bahamian corporation, as Member
By: _____
Its _____

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyances on documents for title to real or personal property.

ARTICLE XII

Amendments

These Article of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company continuing such provision as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all members.

ARTICLE XIV

Contracting Debt

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

ARTICLE XV

Voting

All members of the Company shall be entitled to vote on matters relating to the Company and each member's vote shall be determined in proportion to the members' relative capital accounts; however, if the capital account of each member is negative or zero, each member shall have one vote.

ARTICLE XVI

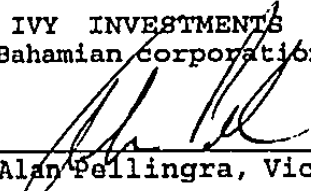
Indemnification

Each member shall be indemnified by the Company in accordance with Section 608.4363 of the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed this 10th day of February, 1995.

ZEBRA INVESTMENTS L.C., a Florida
limited liability company

By: IVY INVESTMENTS LIMITED, a
Bahamian Corporation, as Member

By: 
Alan Pellingra, Vice President

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further acknowledge and agree that I am familiar with, and accept the obligations as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 02-10-95, 1995



ALAN PELLINGRA

(CLIENTS\ALBURY\ZEBRAART.ORG)

FILED
95 FEB 13 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

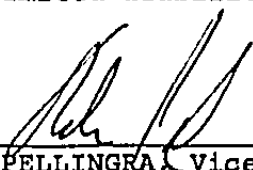
FILED
95 FEB 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared ALAN PELLINGRA, who being duly sworn, deposes and says:

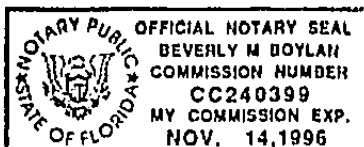
1. Affiant is a Vice President of Ivy Investments Limited, a Bahamian corporation, a Member of Zebra Investments L.C. (the "Company").
2. The Company has two (2) members, the names and addresses of which are set forth in the Articles of Organization.
3. The initial capital of the Company consists of the sum of cash of \$1,767,500.00. There is not other property which has been contributed by the members.
4. It is not anticipated that the members will be required to contribute any additional capital to the Company.
5. This Affidavit is given in accordance with Section 608.407(2) of the Florida Limited Liability Company Act.

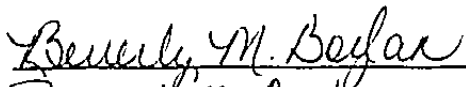
FURTHER AFFIANT SAYETH NOT.

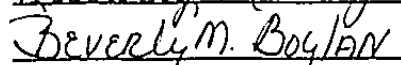


ALAN PELLINGRA, Vice-President of
Ivy Investments Limited, a Member of
Zebra Investments L.C.

Sworn and Subscribed to before me on February 10, 1995.








Print, Type or Stamp Name of Notary
Public-State of Florida

My Commission Expires:
My Commission Number:
My Notary Seal:

Personally known ☒ or Produced Identification _____

Type of Identification Produced _____

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS		FILED 96 FEB 15 AM 10:46 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company ZEBRA INVESTMENTS L.C. 1020 NW 62 ST, HANGAR 17 FT. LAUDERDALE FL 33304		DOCUMENT #L95000000124 <i>AL-AR</i> <i>CM</i>		1a. Principal Place of Business Address 1020 NW 62 ST, HANGAR 17 FT. LAUDERDALE FL 33304	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a					
2. Principal Place of Business <i>Same</i> Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Quinled 02/13/1995 4. FEI Number 65-0555403 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> \$5.75 Additional Fee Required	
7. Name and Address of Current Registered Agent PELLINGRA, ALAN ONE BOCA PLACE, SUITE 319-A 2255 GLADES RD BOCA RATON FL 33431			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 7000001722267 02/23/96 -- 01025--011 City FL Zip Code ****230.75		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations					
SIGNATURE _____ <small>(Registered Agent Accepting Appointment) (If 311 - Registered Agent signature required when reappointing)</small>			DATE _____		
10. Title	Managing Member/Managers	Business Street Address		City, State and Zip Code	
MGRM	EDENVALE HOLDING LTD,	P.O. BOX N-7776 (N/A)		NASSAU, BAHAMAS	
MGRM	IVY INVESTMENTS LIMI,	P.O. BOX N-7776 (N/A)		NASSAU, BAHAMAS	
MGR	ALBURY, C. SCOTT	1020 N.W. 62 STREET, HANGA		FT. LAUDERDALE FL	
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or its receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address					
SIGNATURE: _____ <small>SIGNATURE OF REGISTERED AGENT OR SECRETARY OF STATE, TALLAHASSEE, FLORIDA</small>			2-9-96 954-991-5800 <small>Daytime Phone #</small>		