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**MEMBER FL, D.C., TX, CO & NY BAR
**BOARD CERTIFIED CIVIL TRIAL ATTORNEY

March 26, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Global Guardian Capital, L.C.

100001763611
-03/29/96--01120--001
***293.75 ***293.75

Dear Sir/Madam:

Enclosed please find a check in the amount of \$293.75. I ask that you file the enclosed Articles of Organization for Global Guardian Capital, L.C. at your earliest opportunity and return to me copies of same in the envelope provided.

Very truly yours

Louis S. Robles

LOUIS S. ROBLES

LSR/kkc
Enclosures

FILED
APR 15 PM 12:05
TALLAHASSEE, FLORIDA

789,1136,671
2096-7443

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April 11, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Global Guardian Capital, L.C.

Dear Sir/Madam:

Enclosed please find the Articles of Organization for the above-referenced corporation. My check for filing same was previously forwarded to you as indicated in your letter of April 5, 1996, a copy of which is attached hereto.

Should you have any questions, please call my office.

Sincerely,



ALLAN B. MARKS

ABM/kkc



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 5, 1996

LOUIS S. ROBLES, ESQ.
ONE BAYFRONT PLAZA, SUITE 900
100 SOUTH BISCAYNE BLVD.
MIAMI, FL 33131-2026

SUBJECT: GLOBAL GUARDIAN CAPITAL, L.C.
Ref. Number: W96000007443

We have received your document for GLOBAL GUARDIAN CAPITAL, L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 796A00015770

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

GLOBAL GUARDIAN CAPITAL, L.C.

ARTICLE II - Address

100 S. Biscayne Blvd., Suite 900
Miami, Florida 33131

ARTICLE III - Duration

Until December 31, 2024

ARTICLE IV - Management (Manager)

LOUIS S. ROBLES
100 S. Biscayne Blvd., Suite 900
Miami, Florida 33131

ARTICLE V - Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

A new Member may be admitted into the Company if: (i) a majority in voting interest of the other Members approve of such admission; and (ii) said new Member executes such instruments as a majority in voting interest of the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted to be bound by all of the covenants, terms and conditions of this agreement then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of the Company in an

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

amount to be determined by a majority in voting interest of the other Members at the time of said admission.

ARTICLE VI - Members Rights to Continue Business:

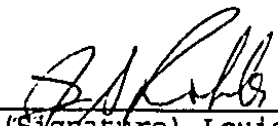
The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the agreement of a two-thirds majority in voting interest to continue the business.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
GLOBAL GUARDIAN CAPITAL, L.C.

deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is:
\$1,000.00
3. the agreed value of property other than cash contributed by member(s)
\$ -0-
4. the amount of cash or property anticipated to be contributed by member(s) is:
\$ -0-
5. the total amount of 2, 3, and 4 is: \$1,000.00


(Signature) Louis S. Robles, ~~February~~ ^{MARCH} 26, 1996.

Signature of a member or authorized representative of a member.
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.57, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

GLOBAL GUARDIAN CAPITAL, L.C.

2. The name and address of the registered agent and office is:

LOUIS S. ROBLES
100 S. Biscayne Blvd., Suite 900
Miami, Florida 33131

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.



LOUIS S. ROBLES

March 26, 1996.

FILED
TALLAHASSEE, FLORIDA

96 APR 15 PM 12:05

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MBNA PROPERTIES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BRACEBRIDGE CORPORATION", THE SECOND DAY OF APRIL, A.D. 1996, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.





Edward J. Freel, Secretary of State

2307115 8320

960096156

AUTHENTICATION:

7893045

DATE:

04-02-96

L960000000428

LOUIS S. ROBLES*

OF COUNSEL

JUAN P. Bauta II
LORI D. SCHINCH
MICHAEL A. PFUNDSTEIN
STEWART D. FRIED
JACK REISE

Louis S. Robles, P.A.

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ONE DAYFRONT PLAZA
100 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2020
TELEPHONE (305) 371-6044

*MEMBER FL, CO & TX BAR

August 4, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

000002263790--4
-08/11/97--01147--014
****113.75 ****113.75

RE: Global Guardian, L.C.
Global Guardian Resource Recovery, L.C.
Global Guardian Capital, L.C.
Global Guardian Leasing, L.C.
Global Guardian Marketing, L.C.
Global Guardian Recycling, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -7 AM 10:29

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Dissolution for each of the above-referenced entities, along with a check for each in the amount of \$113.75. I ask that you file same and return a certified copy to the above office, as well as a Certificate of Status. The checks for \$113.75 should cover all fees. If my understanding of the fees is incorrect, please call me as soon as possible.

Thank you for your attention to this matter.

Sincerely,

Kara Cassidy

Kara K. Cassidy
Secretary to Louis S. Robles

/kkc
Enclosures

FILING	52.50
R. AGENT	
CERT. COPY	52.50
CUS	8.75
OVERPAYMENT	
TOTAL	113.75

Vol. diss.
8/8/97 (98)

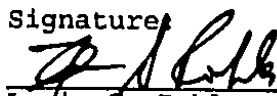
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -7 AM 10: 29

ARTICLES OF DISSOLUTION
FOR
GLOBAL GUARDIAN CAPITAL, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

1. The name of the limited liability company is Global Guardian Capital, L.C.
2. The effective date of the limited liability company's dissolution is August 1, 1997.
3. The occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441(1)(d), Florida Statutes, is that the limited liability company has fewer than 2 members.
4. Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.
7. Adoption of dissolution was approved by the sole member, which is sufficient for dissolution.

Signature:



Louis S. Robles, Sole Member