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TALLAHASSEE, FL 32301
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96 APR 16 AM 9 02
DIVISION OF CORPORATION

FILED
96 APR 16 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000000

REFERENCE : 919160 95390

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia P. Pitt

ORDER DATE : April 15, 1996

ORDER TIME : 3:50 PM

ORDER NO. : 919160

400001781784

CUSTOMER NO: 25300

CUSTOMER: Mrs. Maryann S. Peterson
HARRIS MURKIN & HELGESSON

Prosperity Garden, Suite 201
11300 Prosperity Farm Road
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: MARGOW TRADING INTERNATIONAL,

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFIED COPY OF EACH FOLLOWING

CORPORATE BYLAWS - 2-14-96, 1-14-96

FOR OFFICIAL USE ONLY

HA
4-17-96

ARTICLES OF ORGANIZATION
OF
WARGOW Trading International, L.C.

FILED
96 APR 16 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization of **WARGOW Trading International, L.C.** The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE 1
Name and Principal Place of Business

The name of the limited liability company shall be **WARGOW Trading International, L.C.**, and its principal office shall be located at 11380 Prosperity Farms Road, Suite 217, in the City of Palm Beach Gardens, County of Palm Beach, State of Florida (33410), but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE 2
Purposes and Powers

In addition to the power authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or

of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE 3

Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE 4
Management

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Klaus-Dieter Huebner
11380 Prosperity Farms Road, Suite 217
Palm Beach Gardens, FL 33410

Monika Huebner
11380 Prosperity Farms Road, Suite 217
Palm Beach Gardens, FL 33410

ARTICLE 5
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admissions to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE 6
Capital Contributions

A capital contribution in the amount of \$1,000.00 cash will be paid to the limited liability company by the two members: \$980.00 by Klaus-Dieter Huebner and \$20.00 by Monika Huebner. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in such amounts and in such percentages as they shall agree from time to time.

ARTICLE 7
Profits and Losses

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company.

The percentage of the net profits to be distributed to each member shall be determined in accordance with the relative capital accounts of the members as set forth under Article 4 of the Regulations, such that each member receives a percentage of the profits which is equal to that percentage that his or her capital account bears to the total of all capital accounts of all of the members. The distributive share of the profits shall be determined and paid to the members on December 15th of each year.

Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members. Each member's share of the losses shall be in the same percentage as that member's share of the profits.

ARTICLE 8 **Duration**


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE 9 **Initial Registered Office and Registered Agent**

The address of the initial registered office of the limited liability company is 11380 Prosperity Farms Road, Suite 217, City of Palm Beach Gardens, State of Florida (33410) and the name of the company's initial registered agent at that address is Dieter A. Thiemann.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **WARGOW Trading International, L.C.**

Executed by the undersigned at Palm Beach Gardens, Florida, this 1 day of April, 1996.


Klaus-Dieter Huebner

96 APR 16 PM 1:16
FILED
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF PALM BEACH

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **WARGOW Trading International, L.C.**

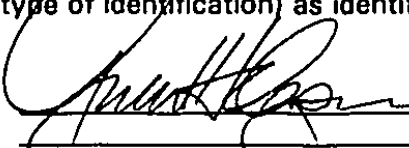
The name of the registered agent for **WARGOW Trading International, L.C.**, is Dieter A. Thiemann and the street address of the company's principal office where the agent is located is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410.

This statement is to acknowledge that, as indicated above, **WARGOW Trading International, L.C.**, has appointed me, Dieter A. Thiemann, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

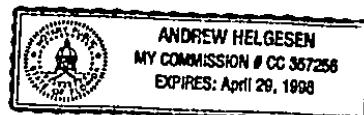
Dated this 1 day of April, 1996.


Dieter A. Thiemann

The foregoing instrument was acknowledged before me this ____ day of April, 1996, by Dieter A. Thiemann, agent on behalf of **WARGOW Trading International, L.C.**, a limited liability company. He is personally known to me or has produced _____ (type of identification) as identification.



Notary Public
State of Florida at Large
My commission expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

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96 APR 16 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of **WARGOW Trading International, L.C.**, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The agreed value of property other than cash contributed by the members is: None.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00.

Klaus-Dieter Huebner
Klaus-Dieter Huebner

The foregoing instrument was acknowledged before me this ____ day of April, 1996, by Klaus-Dieter Huebner, member or agent, on behalf of **WARGOW Trading International, L.C.**, a limited liability company. He is personally known to me or has produced PASSPORT - GERMAN (type of identification) as identification.

[Signature] Signature
____ Print name
Notary Public
State of Florida at Large
My commission expires:

corp\WARGOW\Member.aff

