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June 25, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001379832
-06/28/96--01106--003
****337.50 ****337.50

Re: The Bouchon Limited Company

Dear Gentleperson:

Enclosed herewith are the Articles of Organization and Acceptance of Registered Agent for the aforesaid corporation together with our check in the amount of \$337.50 representing the following, to wit:

1.	Filing Fee	\$250.00
2.	Designation of Agent	35.00
3.	Certified Copy	<u>52.50</u>

\$337.50

Sincerely,

John G. Immer
John G. Immer

Enclosures

96 JUL 16 AM 8:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-13876
KR 6.28

7/16/96
KR



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 2, 1996

JOHN G IMMER, ESQ.
201 SOUTH BISCAYNE BOULEVARD
2400 MIAMI CENTER
MIAMI, FL 33131-2399

SUBJECT: THE BOUCHON LIMITED COMPANY
Ref. Number: W96000013876

We have received your document for THE BOUCHON LIMITED COMPANY and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the 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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00032474

**ARTICLES OF ORGANIZATION
OF**

THE BOUCHON LIMITED COMPANY

FILED
96 JUL 16 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be THE BOUCHON LIMITED COMPANY (the "Company"). The mailing address and the street address of the principal office of the Company in Florida shall be Suite 2400, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE II. DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any 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 IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is John G. Immer, Suite 2400, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE V. ADMISSION OF NEW MEMBERS

Any additional members shall be admitted to the Company only upon the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI. TERMINATION OF EXISTENCE

The Company shall not be dissolved except with the unanimous written consent of all the members or their successors.

ARTICLE VII. MANAGEMENT

The management of the Company shall be reserved to the members, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization, including, but not limited to, provisions governing the purchase and sale or other transfer of membership interests, if any, and the division of various management responsibilities. The names and addresses of the initial managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Roscommon Group Corp.	Suite 2400 201 South Biscayne Blvd. Miami, FL 33131
Makki Baenziger	3011 (A14) Yamato Road Boca Raton, FL 33434
Jean-Paul Baenziger	3011 (A14) Yamato Road Boca Raton, FL 33434

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization at Boca Raton, Florida, for the foregoing uses and purposes this 11th day of June, 1996.

ROSCOMMON GROUP CORP.

By: Margaret R. McLoughlin
Margaret R. McLoughlin,
President

M. Baenziger
Makki Baenziger

Jean-Paul Baenziger
Jean-Paul Baenziger

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME personally appeared MARGARET R. McLOUGHLIN, as President of ROSCOMMON GROUP CORP., a Florida corporation; MAKKI BAENZIGER and JEAN-PAUL BAENZIGER, known to me to be the organizers of the above limited liability company or who have produced driver's licenses as identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes therein mentioned and set forth.

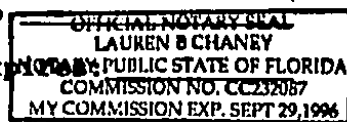
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 11 day of June, 1996.

Lauren B. Chaney
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Lauren B. Chaney

Commission No.

Commission Expires



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of THE BOUCHON LIMITED COMPANY, as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.

John G. Immer
JOHN G. IMMER, Registered Agent

FILED
96 JUL 16 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE BOUCHON LIMITED COMPANY 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 \$7,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$n/a. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

ROSCOMMON GROUP CORP., Member

By Margaret R. McLoughlin

State of Florida)
) SS:
County of Dade)

The foregoing was acknowledged before me this 10th day of July, 1996 by Margaret R. McLoughlin, President of Roscommon Group Corp., a Florida corporation, as a member of THE BOUCHON LIMITED COMPANY. She is personally known to me.

Lauren B. Chaney
Notary Public, State of Florida
at Large

Print Name: _____

Commission No. _____

Commission expires: _____

