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ACCOUNT NO. DIVISION 100000032

REFERENCE : 212557 4302517

**AUTHORIZATION :**

**COST LIMIT : \$ 285.00**

ORDER DATE : January 7, 1997

ORDER TIME : 9:59 AM

**ORDER NO. : 212557-005**

**CUSTOMER NO: 4302517**

**CUSTOMER:** Ms. Eileen Gagliano  
WINTHROP STIMSON PUTNAM &  
ROBERTS  
One Battery Park Plaza

New York, NY 10004-1490

000002049300--3

DOMESTIC FILING

NAME: PATRICK BORDEAUX TRADING L.C.

**EFFECTIVE DATE:**

**XX CERTIFICATE OF LIMITED LIABILITY COMPANY**

**PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:**

           CERTIFIED COPY  
XX PLAIN STAMPED COPY  
           CERTIFICATE OF GOOD STANDING

**CONTACT PERSON:** Carina L. Dunlap

EXAMINER'S INITIALS:

SECRET  
TALLAHASSEE, FLORIDA

97 JAN -7 AM 11: 22

**FILED**

$$\frac{KR}{1.897}$$

ARTICLES OF ORGANIZATION  
OF  
PATRICK BORDEAUX TRADING L.C.

FILED  
97 JAN -7 AM 11:23  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I  
NAME

The name of the limited liability company is Patrick Bordeaux Trading L.C. (the "Company").

ARTICLE II  
DURATION

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall be continued until December 31, 2046, unless the Company is earlier dissolved as provided for by law, by these Articles of Organization or in the regulations of the company.

ARTICLE III  
MAILING AND STREET ADDRESSES

The mailing address and the street address of the principal office of the Company is c/o Patrick Bordeaux, 2501 Brickell Avenue, Suite 1103, Miami, Florida 33129.

ARTICLE IV  
NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Guy Rabideau, Esq., c/o Winthrop, Stimson, Putnam & Roberts, 125 Worth Avenue, Palm Beach, Florida 33480. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE V  
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and only upon such terms and conditions as shall be determined by all of the members.

**ARTICLE VI**  
**TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of certain other events as more fully provided in the regulations of the Company, unless the business of the Company is continued by the consent of all remaining members of the Company (and provided that there are at least two remaining members).

**ARTICLE VII**  
**MANAGEMENT**

The Company shall be managed by a manager or managers in accordance with the regulations of the Company. Initially, there shall be one (1) manager of the Company (although certain matters, as set forth in the regulations of the Company, shall require the consent of all of the members of the Company). The manager or managers shall be selected by the members as required by Florida law. The manager or managers shall have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The name and address of the initial manager who is to serve as manager until his successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Patrick Bordeaux	2501 Brickel Avenue, Suite 1103 Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 28th day of December, 1996.

By:

  
Patrick Bordeaux  
Manager

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member, Patrick Bordeaux, hereby declares, deposes and says that:

1. He has this day executed the Articles of organization of Patrick Bordeaux Trading L.C., a Florida limited liability company (hereinafter called the "Company").
2. The company has at least two members.
3. The amount of cash contributed by the members of the company as of the date of this Affidavit is \$10,000.
4. There is no property, other than cash, being contributed by the members of the Company.
5. The total amount anticipated to be contributed by the members of the company (inclusive of the amount described in paragraph 3. hereof) is \$250,000.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 28<sup>th</sup> day of December, 1996.

By:

P. B. Bordeaux

Patrick Bordeaux-Manager

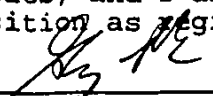
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida statutes, the undersigned 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 Patrick Bordeaux Trading L.C.
2. The name and address of the registered agent and office is Guy Rabideau, Esq., c/o Winthrop, Stimson, Putnam & Roberts, 125 Worth Avenue, Palm Beach, Florida 33480.

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.

  
\_\_\_\_\_  
Guy Rabideau  
Registered Agent

December 28, 1996  
(Date)

FILED  
97 JAN -7 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA