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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: GLOBAL ACQUISITION & PENETRATION, L.C.

AUDIT NUMBER.....H97000000784

DOC TYPE.....LIMITED LIABILITY COMPANY

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**ARTICLES OF ORGANIZATION OF
GLOBAL ACQUISITION & PENETRATION, L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is Global Acquisition & Penetration, L.C.
2. **Duration.** The period of existence of the limited liability company is until December 31, 2046.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 701 Brickell Avenue, Suite 1900, Miami, Florida, 33131.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Kenneth H. Keefe, 701 Brickell Avenue, Suite 1900, Miami, Florida, 33131.
6. **Capitalization.** The capital contributions of the Members, having an agreed value totaling \$30,000.00, when contributed, shall be allocated as follows:

Kenneth H. Keefe	\$10,000
DF Management GmbH	\$10,000
Peter Bürger	\$10,000
7. **Additional Liability of Members.** No additional capital contributions of the Members will be required, except as the Members may otherwise agree as provided in the Regulations hereafter adopted by the members of the Company (hereinafter referred to as the "Regulations").

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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8. Names and Addresses of Members. The members and their addresses are as follows:

Kenneth H. Keefe

701 Brickell Avenue, Suite 1900
Miami, Florida, 33131

DF Management GmbH

Cimbernstrasse 31
D-40545
Düsseldorf, Germany

Peter Bürger

Rathausufer 21
D-40213
Düsseldorf, Germany

8. Admission of Additional Members. Additional Members will be admitted only upon such terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
9. Transfer of Member Interests. Except as otherwise provided in the Regulations, Member interests may be transferred only upon the unanimous written consent of all Members.
10. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company as set forth in the Regulations. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
11. Management. Except as otherwise provided in the Regulations, the business of the limited liability company shall be conducted under the majority vote of the Members.

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Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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12. **Regulations** The Members of the limited liability company shall hereafter adopt the Regulations for the purpose of setting forth all the terms, provisions, conditions and covenants by which the limited liability will be governed and the power to adopt, alter, amend or repeal the Regulations shall be vested in the Members of the limited liability company by unanimous written consent.

DATED this 14 day of January, 1997.


Kenneth H. Kero, Member

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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

Having been named Registered Agent and designated to accept service of process for Global Acquisition & Penetration, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 14 day of January, 1997.


Kenneth H. Keefe

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Global Acquisition & Penetration, L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$30,000.00; and
3. The Members have not contributed any property other than cash.


Kenneth H. Keefe, Member

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