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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)694-8107

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: F + V HOLDING L.C.

AUDIT NUMBER.....H97000001229

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS...1

CERT. COPIES.....0

PAGES.....

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Handwritten signature and date: 1/27/97

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**Articles of Organization
of
F + V Holding L.C.**

Article I. Name

The name of this Florida limited liability company is:
F + V Holding L.C.

EFFECTIVE DATE

1-24-97

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
F + V Holding L.C.
c/o Mondrian Studio LLC
712 Fifth Avenue, 30th Floor
New York NY 10019

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107

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Article VI. Dissolution

The death, insanity, bankruptcy, retirement, resignation or expulsion of a member shall cause a dissolution of the Company, except that all remaining members of the Company may vote within 30 days after any of these events to continue the legal existence of the Company, in which case the Company shall not dissolve.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each managing member is:

Horst Franke
c/o Mondrian Studio LLC
712 Fifth Avenue, 30th Floor
New York, NY 10019

Andreas Verhoeven
c/o Mondrian Studio LLC
712 Fifth Avenue, 30th Floor
New York, NY 10019

Article IX. Company Existence

The Company's existence shall begin effective as of January 24, 1997

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Horst Franke, Member
by F.A. Rodriguez as attorney-in-fact

Date: January 24, 1997

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4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107

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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
F + V Holding L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Horst Franke, Member
by F.A. Rodriguez as attorney-in-fact

Date: January 24, 1997

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107

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**Certificate of Designation
Registered Agent and Registered Office**

LIMITED LIABILITY COMPANY:

F + V Holding L.C.

REGISTERED AGENT:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President**

Date: January 24, 1997

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**Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107**