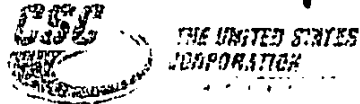


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ACCOUNT NO. : 072100000032  
REFERENCE : 420911 81445A  
AUTHORIZATION :  
COST LIMIT : \$ 302.50 PPD

ORDER DATE : June 9, 1997  
ORDER TIME : 10:30 AM  
ORDER NO. : 420911-005  
CUSTOMER NO: 81445A  
CUSTOMER: C. Guy Batsel, Esq  
BATSEL MCKINLEY ITTERSAGEN &  
GUNDERSON, PA  
Suite 204  
1861 Placida Road  
Englewood, FL 34223

RECEIVED  
JUN 9 10:30 AM '97  
FALL/AMERICAN DIVISION

DOMESTIC FILING

500002207985-4  
-06/10/97--01093--001  
\*\*\*\*302.50 \*\*\*\*302.50

NAME: KAG MANAGEMENT & TRADE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JUN -9 AM 11:30  
DIVISION OF CORPORATION

JUN -9 1997

**ARTICLES OF ORGANIZATION**

**OF**

**KAG MANAGEMENT & TRADE, L.C.**

FILED  
97 JUL -9 PM 1:33  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 60-8, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be KAG MANAGEMENT & TRADE, L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 1861 Placida Road, Suite 204, Englewood, Florida 34223.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in this articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is C. Guy Batsel, 1861 Placida Road, Suite 204, Englewood, Florida 34223.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each members shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and

conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transfer shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

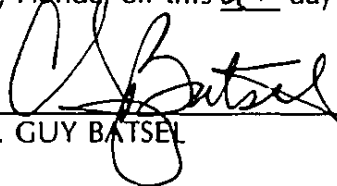
#### ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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. The name and address of the initial manager of the company is Mr. Gilbert Kadji, c/o Audiconsult SA, 15 rue du Cendrier, Case postale 1106, 1211 Geneva Switzerland.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Englewood, Florida, on this 4<sup>th</sup> day of June, 1997.

  
C. GUY BATSEL

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

Sworn to and subscribed before me this 4<sup>th</sup> day of June, 1997 by C. GUY BATSEL, who is personally known to me.



(SEAL)

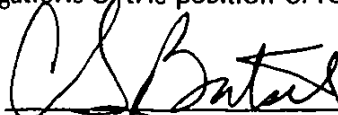
Constans E. Gordon  
MY COMMISSION # CC494244 EXPIRES  
October 3, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC

Printed name: CONSTANS E. GORDON  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of KAG MANAGEMENT & TRADE, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



---

C. Guy Batsel  
Registered Agent

91 JUN -3 PM 1:38  
TALLAHASSEE, FLORIDA


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of KAG MANAGEMENT & TRADE, L.C., 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 \$300.00.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereof.
- 4. The total amount of cash or property anticipated to be contributed by member(s) is \$500,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT FURTHER SAYETH NAUGHT.

DATED this 6<sup>th</sup> day of June, 1997.

  
 \_\_\_\_\_  
 C. Guy Batsel,  
 Authorized Representative

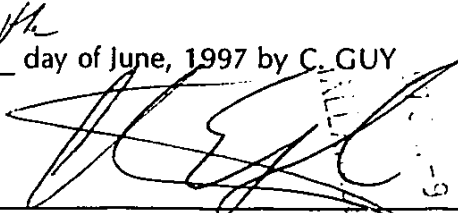
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

Sworn to and subscribed before me this 6<sup>th</sup> day of June, 1997 by C. GUY BATSEL, who is personally known to me.



Constans E. Gordon  
MY COMMISSION # CC494244 EXPIRES  
October 3, 1999  
BONDED THROUGH TROY FAIR INSURANCE, INC.

(SEAL)

  
 \_\_\_\_\_  
 NOTARY PUBLIC  
 Printed Name CONSTANS E. GORDON  
 My Commission Expires: \_\_\_\_\_

JUN 9 1997  
 FLORIDA