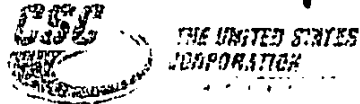


L97000000629



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 10 11:00
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.

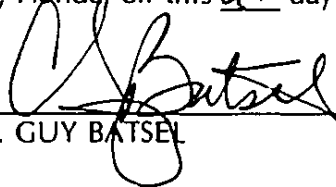
ARTICLE VIII - TERMINATION OF EXISTENCE

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 4th day of June, 1997.


C. GUY BATSEL

STATE OF FLORIDA
COUNTY OF CHARLOTTE

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



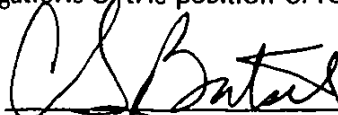
(SEAL)

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 6th day of June, 1997.



 C. Guy Batsel,
 Authorized Representative

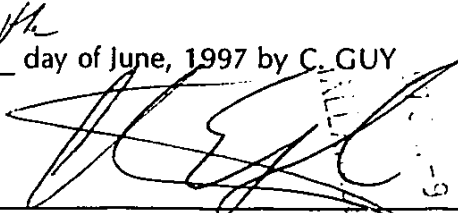
STATE OF FLORIDA
COUNTY OF CHARLOTTE

Sworn to and subscribed before me this 6th 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