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**INTERNATIONAL COMPANY
SERVICES (USA) INC.**

Providing International Business Consulting Since 1979

Atlantic Professional Building
1591 East Atlantic Blvd.
Suite 200
Pompano Beach, Florida
U.S.A. 33060

Telephone: (954) 943-1498
Facsimile: (954) 943-1499
E-mail: usa@icsl.com

July 7, 1997

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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07/09/97--01019--002
***337.50 ***337.50

RE: HARVARD VENTURE CAPITAL GROUP LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of HARVARD VENTURE CAPITAL GROUP LLC and a check in the amount of \$337.50 to cover the filing fees for the Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,



FOR INTERNATIONAL COMPANY SERVICES (USA) INC.
Jerry J. Bakerjian

FILED
97 JUL -9 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JB/ab
Enc.

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

HARVARD VENTURE CAPITAL GROUP LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: **20 YEARS**

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Harold Debroskey
Kandas Properties Limited
60 Market Square, PO Box 364
Belize City, Belize

ARTICLE V - Members:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Angel Madina
Lasswade Enterprises Limited
60 Market Square, PO Box 364
Belize City, Belize

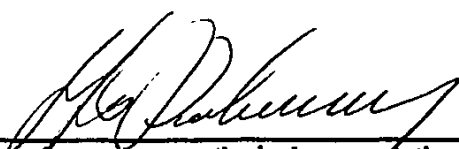
Harold Debroskey
Kandas Properties Limited
60 Market Square, PO Box 364
Belize City, Belize

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

HARVARD VENTURE CAPITAL GROUP LLC 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 \$ 500.00.
- 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 hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500.00 This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(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

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

HARVARD VENTURE CAPITAL GROUP LLC

2. The name and address of the registered agent office is:

International Company Services (USA) Inc.
1591 E. Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

Having been named as registered agent and to accept service of process for the above
stated limited liability company at the place designate 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.



Signature

7/7/97
Date