



ACCOUNT NO. : 072100000032

REFERENCE : 443841 11361A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pigott

ORDER DATE : June 26, 1997

ORDER TIME : 1:25 PM

ORDER NO. : 443841-005

CUSTOMER NO: 11361A

900002238929--1

CUSTOMER: Mr. Andy Kinrade
OVERSEAS COMPANY REGISTRATION
AGENTS LIMITED
Companies House, P.O. Box 28
Tower Street, Ramsey
Isle Of Man, IM IM99 4AN

DOMESTIC FILING

NAME: DRANT INTERNATIONAL LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA

97 JUL 15 AM 9:10

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Limited Liability Company is:

DRANT INTERNATIONAL LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: Post Office 28 Tower Street, Ramsey Isle of Man, IM IM99 4AN.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 YEARS

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

Manager:

James William Grassick

LA Collinette, Sark, Channel Islands

Philip Mark Croshaw

The Avenue, Sark, Channel Islands

The undersigned authorized representative of a member of
DRANT INTERNATIONAL LLC hereby executes these articles of
organization on this 15th Day of JULY, 1997.

CORPORATION SERVICE COMPANY



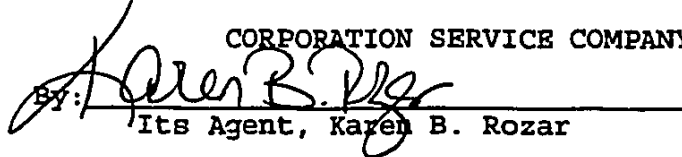
BY: Karen B. Rozar
as its agent as authorized
representative of DRANT
INTERNATIONAL LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY



By: _____
Its Agent, Karen B. Rozar

Dated: July 15, 1997

TFR/RWW

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

DRANT INTERNATIONAL 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

\$ NIL

3) if any, the agreed value of property other than cash contributed by member(s) is \$ NIL.
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is

\$ NIL

5) the total amount of 2, 3, and 4 is

\$ NIL


(For First Nominees Limited)

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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TALLAHASSEE, FLORIDA

97 JUL 15 AM 9:10

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of DRANT INTERNATIONAL, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 3rd day of

JULY, 1997.



Witness

ANDREW KINRADE

Typed or Printed Name



Witness

ROBERT HUYTON

Typed or Printed Name



Signature

ROGER EMERY (For First Nominees Limited)

Typed or Printed Name