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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOSEPH-C. ROBERTSON

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: WILSON INTERNATIONAL LC

AUDIT NUMBER.....H97000013043

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 11, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: WILSON INTERNATIONAL LC
REF: W97000018400

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

The affidavit page and the following page with article 9 do not meet legibility requirements.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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Letter Number: 397A00040505

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

Article I. Name

EFFECTIVE DATE

8-8-97

The name of this Florida limited liability company is:

Wilson International LC

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:

Wilson International LC

La Collinette

Sark

Channel Islands

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

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 each member's 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.

Registered Agents, Ltd.

1220 North Market Street, Suite 608

Wilmington DE 19801

302-421-5752

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

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 a majority of the Units. If a majority of the Units 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 managers. The name and address of each manager is:

James William Grassick
La Collinette
Sark
Channel Islands

Philip Mark Croshaw
The Avenue
Sark
Channel Islands

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1220 North Market Street, Suite 606
Wilmington DE 19801
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MIAMI OFFICE

PAGE 02

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Article IX Company Existence

The Company's existence shall begin effective as of August 8, 1997

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

Jennifer C. Toscano
Philip Mark Croshaw, Member
Jennifer C. Toscano as attorney-in-fact

Jennifer C. Toscano
James William Grasalick, Member
Jennifer C. Toscano as attorney-in-fact

Date: August 8, 1997

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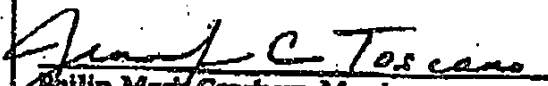
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Affidavit of Capital Contributions**LIMITED LIABILITY COMPANY:**
Wilson International LC

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.


Phillip Mark Crosshaw, Member
Jennifer C. Toscano as attorney-in-fact
James William Grassick, Member
Jennifer C. Toscano as attorney-in-fact

Date: August 8, 1997

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JULY 11 1997
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Wilson International LC

REGISTERED AGENT/OFFICE:

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

I agree to act as registered agent to accept service of process for the corporation 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.
Luis A. Uriarte, Vice President**

Date: August 8,

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