

L97000000877



ACCOUNT NO. : 072100000032

REFERENCE : 490894 11405A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 8, 1997

ORDER TIME : 11:53 AM

ORDER NO. : 490894-005

CUSTOMER NO: 11405A

CUSTOMER: Thomas Putnum, Esq
PETERSON & MYERS, P.A.

141 5th Street Northwest
P. O. Drawer 7608
Winter Haven, FL 33881

FILED
97 AUG -8 AM 9:17
SEALING DIVISION
TALLAHASSEE, FLORIDA

DOMESTIC FILING

500002267775--6
-08/14/97--01149--001
****337.50 ****337.50

NAME: ~~TMG~~ INTERNATIONAL, L.C.

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: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
97 AUG -8 PM 2:42
DIVISION OF CORPORATION

002.8
02540
W97-18407

7



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 11, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: GMT INTERNATIONAL, L.C.
Ref. Number: W97000018407

TMG.

We have received your document for GMT INTERNATIONAL, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 497A00040514

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF ORGANIZATION
FOR

TMG INTERNATIONAL, L.C.
A Florida Limited Liability Company

FILED
97 AUG -8 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

Name

The name of this Company shall be TMG INTERNATIONAL, L.C.

ARTICLE II

Duration/Continuation

The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of the remaining Members, as provided in the Company's Regulations and Operating Agreement, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III

Mailing Address

The mailing address is 3700 West Lake Hamilton Drive, Winter Haven, Florida, 33881. The street address is 3700 West Lake Hamilton Drive, Winter Haven, Florida, 33881.

ARTICLE IV

Registered Agent and Office

The name and street address of the initial registered agent and office for this Company is as follows: Vince Plati, 3700 West Lake Hamilton Drive, Winter Haven, Florida, 33881.

ARTICLE V

Admission of Additional Members;
Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of

the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations and Operating Agreement of this Company.

ARTICLE VI
Right to Continue Business

The remaining Members may continue the business on the bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII
Management of Company

The Company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members, or until their successors are elected and qualify, are:

Vince Plati	3700 West Lake Hamilton Drive Winter Haven, Florida, 33881
Fabrizio Sylvestre	3700 West Lake Hamilton Drive Winter Haven, Florida, 33881

ARTICLE VIII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
Regulations of Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members, unless vested in the Managers of the Company, by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted

by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

ARTICLE X
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

ARTICLE XI
Contracting Debt

No debt shall be contracted, nor liability incurred by on behalf of this Company, except by the Managers.

ARTICLE XII
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 7th day of August, 1997.



VINCE PLATI, a Member

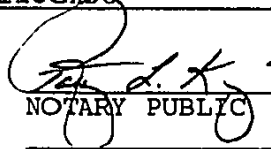
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th day of August, 1997, by VINCE PLATI, who is personally known to me or produced Florida drivers license as identification.

(SEAL)



PATSY L. KING
MY COMMISSION # CC317469 EXPIRES
October 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent.


VINCE PLATI

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th day of August, 1997, by VINCE PLATI, who is personally known to me or produced Florida drivers license as identification.

(SEAL)



PATSY L. KING
MY COMMISSION # CC317469 EXPIRES
October 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

H:\HOME\PLK\CORP\GMT.ART

AFFIDAVIT
(F.S. §608.407(2))

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority personally appeared VINCE PLATI, who on oath says:

1. That he is a Member of TMG INTERNATIONAL, L.C., a Florida limited liability company.
2. That TMG INTERNATIONAL, L.C., has at least two Members.
3. The amount of the cash contributed by the Members is \$500,000.00.
4. The amount anticipated to be contributed by the Members is \$1,000,000.00.

FURTHER AFFIANT SAYETH NAUGHT.



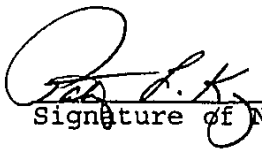
VINCE PLATI, a Member

SWORN TO AND SUBSCRIBED before me this 7th day of August, 1997, by VINCE PLATI, who is personally known to me or who has produced Florida drivers license as identification.

(AFFIX SEAL)



PATSY L. KING
MY COMMISSION # CC317489 EXPIRES
October 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



Signature of Notary

Print, Type or Stamp
Commissioned Name of Notary Public

H:\HOME\PLK\GMT.AFF

FILED
97 AUG -8 AM 9:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE