



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 498379 4376681

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 390

ORDER DATE : August 15, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 498379-005

CUSTOMER NO: 4376681

CUSTOMER: Ms. Barbara Box  
KELLY HART & HALLMAN

400002268484--5

201 Main Street  
Suite 2500  
Fort Worth, TX 76102

DOMESTIC FILING

NAME: TRANSPACIFIC HOLDINGS  
COMPANY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
97 AUG 15 PM 2 29  
TALLAHASSEE, FLORIDA  
STATE

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97 AUG 15 PM 12 20  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

FILED  
97 AUG 15 PM 2:29  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

TransPacific Holdings Company, L.C.

**ARTICLE II - Address:**

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

10033 Sawgrass Drive West, Ponte Vedra Beach, Florida 32082

**ARTICLE III - Duration:**

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

Until August 1, 2047

**ARTICLE IV - Management:**

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

David B. Hueber  
10033 Sawgrass Drive West, Suite 208  
Ponte Vedra Beach, FL 32082

**ARTICLE V - Admission of Additional Members:**

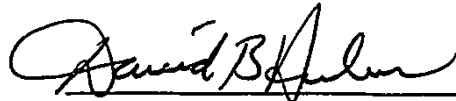
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Upon approval by the Managing Member plus a majority in interest of the other Members, a new member may be admitted to the Company upon the terms and conditions so agreed to by such persons.

**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining Members of the Company may, upon an affirmative vote, continue the company and its business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or such Member's withdrawal from the Company, and such other Member shall thereafter be treated as if it were an assignee of a membership interest in the Company.

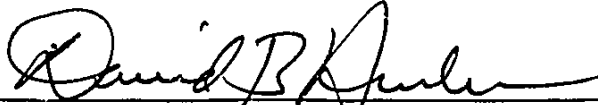
A handwritten signature in cursive script, appearing to read "David B. Hueber", written over a horizontal line.

DAVID B. HUEBER,  
Managing Member

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TransPacific Holdings Company, 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 \$1,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$0.00  
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 \$0.00
5. the total amounts of 2, 3, and 4 is \$1,000.00



David B. Hueber, Managing 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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SECTION  
TALLAHASSEE, FLORIDA


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

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: TransPacific Company, L.C.
2. The name and address of the registered agent and Office is:

David B. Hueber  
10033 Sawgrass Drive West Suite 208  
Ponte Vedra Beach, FL 32082

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

8-15-97  
(Date)

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