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FLORIDA DIVISION OF CORPORATIONS
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((H97000017289 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ANNIS MITCHELL COCKEY EDWARDS & ROEHN, P.A.
CONTACT: KIT RUSSELL
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ACCT#: 075410003506

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NAME: ERDIC USA, L.C.

AUDIT NUMBER.....H97000017289

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

CERT. COPIES.....0

PAGES..... 4

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 OCT 17 AM 9:40
SECRETARY OF
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ERDIC USA, L.C.**

1. Name. The name of this limited liability company is ERDIC USA, L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The address of the Company's place of business in the State of Florida is 14509 Brentwood Drive, Tampa, Florida 33618.

5. Registered Agent and Office. The name of the initial registered agent of the Company is ROBERT VAN OUWERKERK. The street address of the initial registered agent of the Company is 14509 Brentwood Drive, Tampa, Florida 33618.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$20,000. No additional contributions have been agreed upon.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations and operating agreement. The Company shall initially be managed by the following persons, who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualified:

Johannes Groeneweg
10314 Carroll Cove Place
Tampa, Florida 33612

Joseph D. Edwards, Esquire, FBN 151069
P.O. Box 3433
Tampa, Florida 33601
813/229-3321

FROM ANCR

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Nora Wennegers
10314 Carroll Cove Place
Tampa, Florida 33612

Robert van Ouwerkerk
14509 Brentwood Drive
Tampa, Florida 33618

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 17th day of October, 1997.

Member and Initial Manager:

Robert van Ouwerkerk

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 17th day of October, 1997, before me personally appeared Robert van Ouwerkerk, a Member of ERDIC USA, L.C., who is personally known to me to be the person who executed the above instrument and who acknowledged before me that he executed the above instrument, or who has produced Fl. drivers license as identification and who did/did not take an oath.



JOSEPH W. HUGGINS
My Commission Expires May 08, 1998
Bonded by HAI
800-422-1585

NOTARY PUBLIC

Name:

My Commission Expires

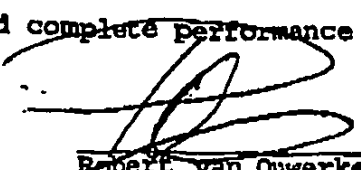
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I heraby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Robert van Ouwerkkerk

Dated:

10/17/97

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97 OCT 17 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

I, Robert van Ouwerkerk, constituting one of the initial managers and a member of ERDIC USA, L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$20,000 of cash to the Company.
3. The members do not, at this time, anticipate making any further contributions of cash or property to the Company.

Executed this 17th day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (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.)

Member and Initial Manager:

Robert van Ouwerkerk

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of October, 1997, by Robert van Ouwerkerk, as a member and initial manager of ERDIC USA, L.C., on behalf of the Company, who is personally known to me or has produced Fla. Drivers' license as identification.

Joseph W. N. Rugo
NOTARY PUBLIC

Name: _____

Serial #: _____

My Commission Expires: _____

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JOSEPH W. N. RUGO
My Commission C0670767
Expires May 08, 1998
Bonded by HAI
600-422-1655

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