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POLITON USA, LC
3501 DEL PRADO BOULEVARD, SUITE 303
CAPE CORAL, FLORIDA 33904
TEL: 941-549-1665 FAX: 941-549-2288
email: jesuele@peganet.com

January 6, 1998

Secretary of State
Corporation Section
Tallahassee, Florida 32399

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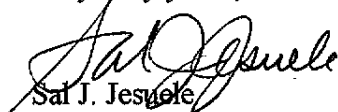
RE: Articles of Organization for POLITON USA, LC

Dear Ladies and Gentlemen:

Enclosed herewith for filing please find an original and copy of Articles of Organization for POLITON USA, LC. Also enclosed you will find our check in the amount of \$250.00 to cover the filing fees as well as a stamped, self-addressed envelope for returning the copy of the Articles marked filed.

Your valuable time and cooperation in this matter are greatly appreciated.

Very truly yours,


Sal J. Jesuele

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Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Cara Flai)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1998

SAL J. JESUELE
POLITON USA, L.C.
3501 DEL PRADO BLVD., STE 303
CAPE CORAL, FL 33904

SUBJECT: POLITON USA, L.C.
Ref. Number: W98000000907

We have received your document for POLITON USA, L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00002074

CERTIFICATE OF CORPORATE RESOLUTION

ENAMARK ENTERPRISES, LTD.

I, Aristidies Yiordamlis, Secretary of Enamark Enterprises, Ltd.,
do hereby certify that at a duly constituted meeting of the Stockholders and
Directors of the Corporation held at the office of the Corporation on December 23, 1997, it
was upon motion duly made and seconded, that it be VOTED: that
Enamark Enterprises, Ltd. become a proportionate owner of a Florida limited liability company
to be formed called POLITON USA, Ltd., in association with Paul Hocevar and Sal Jesuele .

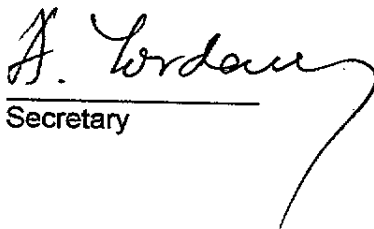
It was upon further motion made and seconded that it be further VOTED: That Zuvela
Tihomir in the capacity as Vice President of the Corporation is empowered, authorized and
directed to execute, deliver and accept any and all documents and undertake all acts
reasonably required or incidental to accomplish the foregoing vote, all on such terms and
conditions as he in his discretion deems to be in the best interests of the Corporation.

I further certify that the foregoing votes are in full force this date without rescission,
modification or amendment.

Signed under seal this 24th day of December, 1997.

A TRUE RECORD

ATTEST


Secretary

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98 JAN 27 AM 11:00
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

POLITON USA, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be POLITON USA, L.C., and its principal place of business shall be 3501 Del Prado Boulevard, Suite 303, in the City of Cape Coral, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. to engage in any activity or business authorized under the Florida statutes.
2. in general to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting

as agent, nominee or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the Laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1000.00) cash shall be paid to the limited liability company by the members in proportionate shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportionate shares.

ARTICLE IV PROFITS AND LOSSES

(A) *Sharing of Profits.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a proportionate distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company. The month and day of commencement date being January 15.

(B) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if such sources are insufficient to cover such losses, by the members in proportionate shares.

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STATE OF FLORIDA

**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The principal office of this limited liability company shall be located at 3501 Del Prado Boulevard, Suite 303, in the City of Cape Coral, County of Lee, State of Florida, 33904. Mailing address is the same.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members is Sal J. Jesuele, residing at 5620 SW 10th Avenue, Cape Coral, Lee County, Florida 33914.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3501 Del Prado Boulevard, Suite 303, City of Cape Coral, County of Lee, State of Florida, and the name of the initial registered agent at such address is Sal J. Jesuele.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

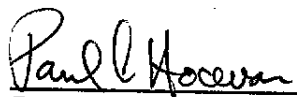
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TALLAHASSEE, FLORIDA

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue business upon unanimous consent of such remaining members.

The undersigned being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of POLITON USA, L.C.

Executed by the undersigned at Cape Coral, Florida on January 6, 1998.


Sal J. Jesuele

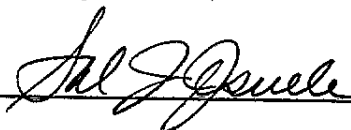

Paul C. Hovevar

Enamark Enterprises, Ltd.
A Cypress Corporation

by: 
Zuzela Tihomir, Vice President

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent of the foregoing limited liability company at the registered office designated in the foregoing Articles of Organization, the undersigned accepts the designation.

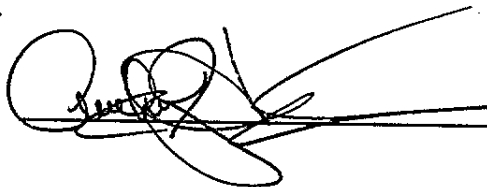

Sal J. Jesuele

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on this 6th day of January, 1998, by Sal J. Jesuele, who is personally known to me.



Anthony Hroncich
MY COMMISSION # CC516163 EXPIRES
December 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

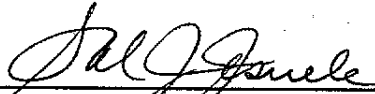


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of POLITON USA, LC.

Deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$1000.00;
- 3) if any of the agreed value of property other than cash contributed by members is \$0.00.
- 4) the total amount of cash or property anticipated to be contributed by members is \$25,000.00. This total includes amounts from 2 and 3 above.



Sal J. Jesuele, Authorized 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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STATE
TALLAHASSEE, FLORIDA

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