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REFERENCE : 852419 4312767

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 11, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 852419-005

CUSTOMER NO: 4312767

CUSTOMER: Kevin F. Kline, Esq
KLINE MOORE & KLEIN

Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

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DOMESTIC FILING

NAME: ECOL-CHEM INTERNATIONAL,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/11/98	CERTIFIED COPY
Availability	DCC	PLAIN STAMPED COPY
Document	CONTACT PERSON: Andrew Cumper	CERTIFICATE OF GOOD STANDING
Examiner	DCC	
Updater	DCC	
Updater	DCC	
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

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98 JUN 11 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN 11 AM 11:20
DIVISION OF CORPORATION

L98000000770

ARTICLES OF ORGANIZATION
OF
ECOL-CHEM INTERNATIONAL, L.L.C.

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The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is ECOL-CHEM INTERNATIONAL, L.L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall have perpetual existence unless and/or until dissolved or liquidated as provided herein. Existence shall commence upon the date of subscription and acknowledgement hereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to be engaged in by Limited Liability Companies organized under the laws of the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is 4500 Biscayne Blvd., Suite 345, Miami, Florida 33137.

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ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Company is Milton Beams whose address is 12000 Biscayne Blvd., Suite 508, Miami, Florida 33181 - 2725.

ARTICLE VI

CAPITAL

The capital of the Limited Liability Company is \$1,000.00 which shall be paid entirely in cash. There is no requirement or agreement for additional capital contributions.

ARTICLE VII

MANAGEMENT OF COMPANY

The business of the Limited Liability Company shall be managed by its Members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

The initial Members, their current addresses and their respective percentage contributions to the capital are:

Milton Beame 18041 Biscayne Blvd. Apt. 405 Aventura, Florida 33160	33 1/3% contribution to capital
Beatrice Studin 18071 Biscayne Blvd. Apt. 1204 Aventura, Florida 33160	33 1/3% contribution to capital
Erik Margard 1491 N.E. 102 nd Street Miami Shores, Florida 33138	33 1/3% contribution to capital

ARTICLE VIII

MANAGER

The name and address of the initial Manager of the Limited Liability Company is as follows:

Milton Beame
18041 Biscayne Blvd.
Apt. 405
Aventura, Florida 33160

ARTICLE IX

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

ARTICLE X

INCORPORATORS

The name and addresses of the subscribing Members executing these Articles of Organization are as follows:

Milton Beame
18041 Biscayne Blvd.
Apt. 405
Aventura, Florida 33160

Beatrice Studin
18041 Biscayne Blvd.
Apt. 1204
Aventura, Florida 33160

Erik Margard
1491 N.E. 102 nd Street
Miami Shores, Florida 33138

ARTICLE XI

AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendments to these Articles of Organization shall be on such form as prescribed by the Secretary of State of the State of

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Florida containing such terms and provisions as are consistent with Florida Statute 608.01 et set. and as shall be prescribed by the Department of State and shall be signed and sworn to by the Members of the Limited Liability Company. In the event a new Member is added by such Amendment, this hall also be signed by the Member to be added.

ARTICLE XII

REGULATIONS OF COMPANY

The Members of the Company shall have the power to adopt, alter amend or repeal the regulations of this Limited Liability Company and such authority shall be vested in the Members unless vested in the Manager of the Company by any amendments of Articles of Organization. Regulations adopted by the Members or by the Manager may be repealed or altered, new regulations may be adopted by the Members, and Members may prescribe that any regulations made by them that such regulations may not be altered, amended or repealed by the Manager.

ARTICLE XIII

INFORMAL ACTION OF MEMBERS

Any actions by the Members may be taken without a meeting if consent in writing is obtained by such Members setting forth that the actions taken shall be signed by all Members who will be entitled to vote upon such action at a meeting and that the same will be filed with the Manager of the Company as part of its official records.

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ARTICLE XIV
CONTRACTING DEBT

Except as otherwise provided by Florida Law, no debt shall be contracted for nor any liability incurred by on behalf of this Limited Liability Company except by all of the Members of this Company.

ARTICLE XV
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member in this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferring of the interest to such Member shall have no right to participate in the management of the business and affairs of this Limited liability Company or to become a Member. The transferee shall be entitled to receive only the share of the profits or other compensation by way of income and the return of contribution to which that Member otherwise would have been entitled.

ARTICLE XVI
WITHDRAWAL OR REDECTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

Members shall not receive out of the Limited liability Company's property any part of his, her or its contribution to capital until:

A. All liabilities of the Company, except liabilities, for Contributions to capital have been paid or specific property of the Company remains to pay them.

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B. The consent of all Members is had, unless the return of contributions to capital may be rightfully demanded,

C. These Articles of Organization are cancelled, amended as to set out a withdrawal or reduction.

A Member shall be entitled to a return of his or her contribution in the manner provided for in the regulations of the Company.

ARTICLE XVII

DISSOLUTIONS; WINDING UP; LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved only upon the written agreement of the Members.

IN WITNESS WHEREOF, the undersigned subscribing Members have executed these Articles of Organization effective this 10 day of June, 1998.

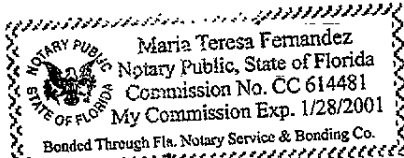
By: Milton Beame
Milton Beame, Manager and Member
18041 Biscayne Blvd.
Apt. 405
Aventura, Florida 33160

By: Beatrice Studin
Beatrice Studin, Member
18071 Biscayne Blvd.
Apt. 1204
Aventura, Florida 33160

By: Erik Margard
Erik Margard, Member
1491 N.W. 102nd Street
Miami Shores, FL 33138

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

The foregoing Articles of Organization were acknowledged before me this 9th day of June, 1998 by MILTON BEAME as Sole Manager and Member who is either personally known to me or who provided _____ as identification and who did/did not take an oath.

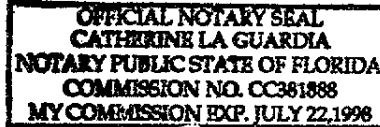


My Commission Expires:

Maria Teresa Fernandez
NOTARY PUBLIC, State of Florida
Name: Maria Teresa Fernandez
Commission No.: CC 614481

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

The foregoing Articles of Organization were acknowledged before me this 10 day of June, 1998 by BEATRICE STUDIN, as Member who is either personally known to me or who provided _____ as identification and who did/did not take an oath.

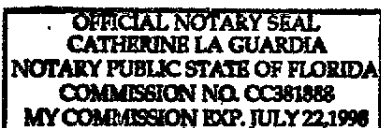


My Commission Expires:

Catherine La Guardia
NOTARY PUBLIC, State of Florida
Name: CATHERINE LA GUARDIA
Commission No.: 381888

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

The foregoing Articles of Organization were acknowledged before me this 10 day of June, 1998 by ERIK MARGARD, as Member who is either personally known to me or who provided _____ as identification and who did/did not take an oath.



My Commission Expires:

Catherine La Guardia
NOTARY PUBLIC, State of Florida
Name: CATHERINE LA GUARDIA
Commission No.: 381888

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

ECOL-CHEM INTERNATIONAL, L.L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office as indicated in the Articles of Organization in the City of Miami, County of Dade, State of Florida, has named Milton Beame whose office address is located at 12000 Biscayne Blvd., Suite 508, Miami, Florida 33181-2725 as its registered agent within the State of Florida.

Having been named as registered agent for the above-stated Limited Liability Company at the place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto and acknowledges that he is familiar with his obligations as Registered Agent.


Milton Beame, Registered Agent

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF

BEFORE ME, the undersigned authority personally appeared MILTON BEAME, who upon first being duly sworn deposes and says as follows:

1. That your Affiant has executed the proposed Articles of Organization for Ecol-Chem International, L.L.C., a Florida Limited Liability Company ("LLC") to be formed under the provisions of Florida Statute 608.01 et seq. of the Florida Statutes.

2. That in connection therewith and in accordance with the requirements of Florida Statute 608.407 (H) (2) your Affiant states that there are three initial members of the Limited Liability Company who are Milton Beame, Beatrice Studin and Erik Margard, and that the amount of initial contribution of cash is \$1,000.00 and that at this time there is no anticipation of additional contributions of capital by the initial members to Ecol-Chem International, L.L.C.

FURTHER AFFIANT SAYETH NAUGHT.

Milton Beame
MILTON BEAME

Sworn to and subscribed before me this 9th day of June, 1998 by MILTON BEAME, who is personally known to me ~~as~~ who produced _____ as identification.

Maria Teresa Fernandez
NOTARY PUBLIC

State of Florida

Print Name: Maria Teresa Fernandez

Commission No.: CC 614481

My Commission Expires:

