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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: ~~BRILLIANT INTERNATIONAL LC~~ *Glorius Pacific LC*
AUDIT NUMBER.....H98000012110
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 30, 1998

CORPORATE CREATION INTERNATIONAL INC.
LUIS URIARTE

SUBJECT: BRILLIANT INTERNATIONAL LC
REF: W98000015014

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

Glorius Pacific LC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

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

Glorius Pacific LC
c/o Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to a manager or managers. The name and address of each manager is:

First Secretaries Limited
P.O. Box 362
Road Town
Tortola, BVI

First Directors Limited
P.O. Box 362
Road Town
Tortola, BVI

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Article IX. Company Existence

The Company's existence shall begin effective as of June 29, 1998

Article X. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Limited Liability Act of the State of Florida.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

Janet M. Caruccio
First Secretaries Limited
Manager
by Janet M. Caruccio as attorney-in-fact

Janet M. Caruccio
First Directors Limited
Manager
by Janet M. Caruccio as attorney-in-fact

Date: July 1, 1998

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MIAMI OFFICE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Glorius Pacific LC

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises Inc.
Luis A. Uriarte, Vice President

Date: July 1, 1998

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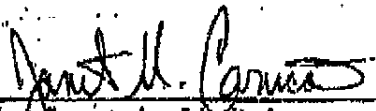
Affidavit of Capital Contributions

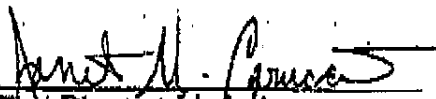
LIMITED LIABILITY COMPANY:
Glórius Pacific LC

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
 (If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.


 First Secretaries Limited
 Manager
 by Janet M. Caruccio as attorney-in-fact


 First Directors Limited
 Manager
 by Janet M. Caruccio as attorney-in-fact

Date: July 1, 1998

Registered Agents Ltd.
 1220 North Market Street, Suite 808
 Wilmington DE 19801
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