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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: BRIGHTSTONE LC

AUDIT NUMBER......H98000012825

DOC TYPE..........LIMITED LIABILITY COMPANY

CERT. OF STATUS..0 PAGES....... 4

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

BrightStone 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:

BrightStone LC
c/o American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801

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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. 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.

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

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Article VI. Management

The management of the Company is reserved to the members. The name and address of each member is:

Worldfund, Inc.
Suite 302, East Building #34/20
Cuba Avenue & 34 Street
Panama City 5, PANAMA

Euro-Amex Exchange, Inc.
Suite 302, East Building #34/20
Cuba Avenue & 34 Street
Panama City 5, PANAMA

Article VII. Company Existence

The Company's existence shall begin effective as of July 10, 1998

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

Worldfund, Inc.	Euro-Amex Exchange, Inc.
Member	Member
by Sid Garnet as attorney-in-fact	by Sid Garnet as attorney-in-fact

Date: July 10, 1998

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

CORPORATION:
BrightStone LC

REGISTERED AGENT/OFFICE:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the company 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 10, 1998

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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
BrightStone LC

The undersigned member deposes and says:

1. The above named Company has at least one member.

2. The total amount of initial cash contributed by the members is $50,000.00.

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 $1,000,000 or less.

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

Worldfund, Inc.
Member
by Sid Garnet as attorney-in-fact

Euro-Amex Exchange, Inc.
Member
by Sid Garnet as attorney-in-fact

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Date: July 10, 1998

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