

7/24/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSSTIE
PHONE: (954)462-3300

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NAME: M.A.B.G. LC
AUDIT NUMBER.....H98000013727
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2021-867

FAX AUDIT NO. H9800013727

**ARTICLES OF ORGANIZATION
OF
M.A.B.G., L.C.**

Under the Florida Limited Liability Company Act

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ARTICLE I

NAME

The name of this limited liability company ("Company") is M.A.B.G., L.C.

ARTICLE II

DURATION

The period of duration for the Company is perpetual, except that the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

ARTICLE III

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is c/o Christopher K. Leigh, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is EMO Corporate Services, Inc., 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

PREPARED BY: Christopher K. Leigh, Esquire
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301 — (954) 462-3300
Florida Bar No. 807941

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ARTICLE V

MANAGEMENT

The Company is to be managed by a Manager. The person who will serve as Manager until the first annual meeting of members or until his successor is elected and qualified is Michel Alterman, 23 Rue Scheffer, 75016, Paris, France.

ARTICLE VI

ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members upon the written consent of a majority in interest of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on July 24, 1998.



MICHEL ALTERMAN, Manager

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for M.A.B.G., L.C., at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.

Dated: July 24, 1998

By: 

DEBRA H. CHRYSTIE Assistant
Secretary

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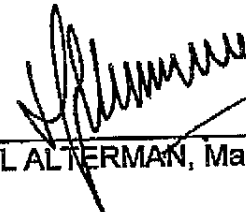
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The undersigned member of M.A.B.G, L.C., deposes and says:

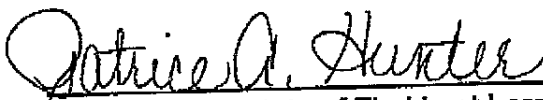
1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$500.00.
3. The members are not contributing property other than cash to the limited liability company.
4. The total amount of cash and property anticipated to be contributed by members is \$5,000.00.

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 here are true.



 MICHEL ALTERMAN, Manager

Sworn and subscribed before me this 24th day of July 1998, by MICHEL ALTERMAN, who has produced French Passport as identification and did not take an oath.



 Notary Public, State of Florida at Large

My Commission Expires:



PATRICE A. HUNTER
MY COMMISSION # CC448834 EXPIRES
JUNE 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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