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July 31, 1998

Department of State
Division of Corporations
Attn: New Filings
409 E. Gaines St.
Tallahassee, FL 32399

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-08/04/98--01027--005
****285.00 ****285.00

Dear Sir or Madam:

Please find enclosed: 1) The Articles of Organization to be filed for Ambiance EuroStyle, L.C., a Florida limited liability company, together with 2) a check payable to the Department of State in the amount of \$285.00 to cover filing fees and the Designation of Registered Agent fees, 3) the Affidavit of Membership and Contributions, and 4) Statement designating registered agent and office.

When filed, please return the above mentioned documents to my attention at 4230 S. MacDill Ave. Suite K Tampa, Florida 33611.

Thank you for your attention to this matter.

Sincerely:

George R. James, Esq.

GRJ/tim
Enclosure

Name	MBH
Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater	MBH
Verifier	MBH
Acknowledgement	MBH
W. P. Verifier	MBH

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ARTICLES OF ORGANIZATION OF

Ambiance EuroStyle, L.C.

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Ambiance EuroStyle, L.C., and its principal office shall be located at 129 South Kentucky Avenue, The Marble Arcade, Suite 802 in the City of Lakeland, 33801-5073, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

The mailing address is the same as above.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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, good will, 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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

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, except 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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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.

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ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by the following two members of this limited liability company: Ms. Nancy Bullen of 6413 Gulf of Mexico Drive, Longboat Key, Florida 34228 and Mr. John Cameron White, 129 South Kentucky Avenue, The Marble Arcade, Suite 802, Lakeland, Florida 33801-5073. Ms. Bullen and Mr. White shall serve in their management capacity until their successor(s) are elected and qualified.

ARTICLE V

MEMBERSHIP RESTRICTIONS

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 to nonmembers except with unanimous written consent of all of the members.

On 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 the business on unanimous consent of the remaining members.

In the case of the death of a member where the remaining voting members have unanimously consented to the continuation of the business, the heir(s) or devisee(s) of the deceased member shall take their interest as non-voting interests, with rights only to distributions and income that the deceased member would have been entitled to, unless the remaining voting members by unanimous consent agree to allow such heir(s) or devisee(s) to become full voting members of the company. Non-voting members may be requested to contribute additional capital, but they shall not be required to contribute additional capital to the company.

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ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the following members: Mr. John White in the amount of \$400 and Ms. Nancy Bullen in the amount of \$600. Mr. Marian Adam shall contribute \$1,000 worth of international advisory and consulting services as initial capital contribution. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts according to their pro-rata share ownership.

ARTICLE VII

PROFITS AND LOSSES:

(a) Profit Sharing. The members shall be entitled to the net profits arising from the ongoing 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 the distributive share of the profits specified as follows:

Mr. Marian Adam: Fifty(50) Percent; Ms. Nancy Bullen: Thirty(30) Percent and Mr. John Cameron White: Twent(20) Percent. The distributive share of the profits, if any, shall be determined and paid to the members no less than semi-annually from the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 1, 1998. With unanimous consent of the members, the distributive share of the profits may be distributed on a quarterly basis.

(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 these sources are insufficient to cover such losses, by the members in the following shares: Mr. Marian Adam: Fifty(50) Percent; Ms. Nancy Bullen: Thirty(30) Percent and Mr. John Cameron White: Twent(20) Percent. With unanimous consent of the members, the share of losses to be covered by the members may be distributed in a different manner than provided above.

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ARTICLE VIII

DURATION

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

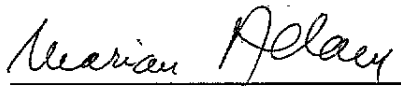
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

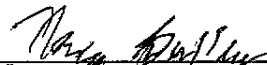
The address of the initial registered office of the limited liability company is 129 South Kentucky Avenue, The Marble Arcade, Suite 802, Lakeland, FL 33801-5073 County of Polk, State of Florida, and the name of the company's initial registered agent at that address is Mr. John Cameron White.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Ambiance EuroStyle, L.C.

Executed by the undersigned at Tampa, Florida on this 30th day of July, 1998.



Mr. Marian Adam
Fantova 1757
155 00 Praha 5
Czech Republic



Ms. Nancy Bullen
6413 Gulf of Mexico Drive
Longboat Key, FL 34228



Mr. John Cameron White
129 South Kentucky Avenue
The Marble Arcade, Suite 802
Lakeland, Florida 33801-5073

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Statement designating registered agent and office.

State of Florida

ss

County of Hillsborough

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **Ambiance EuroStyle, L.C.**

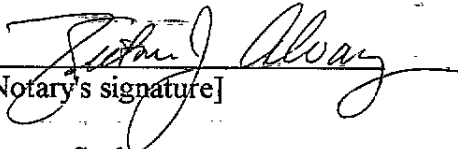
The name of the registered agent for **Ambiance EuroStyle, L.C.** is **John Cameron White**, and the street address of the company's principal office where the agent is located is **129 South Kentucky Avenue. The Marble Arcade, Suite 802, Lakeland, Fl 33801-5073.**

This statement is to acknowledge that, as indicated above, **Ambiance EuroStyle** has appointed me, **John Cameron White**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

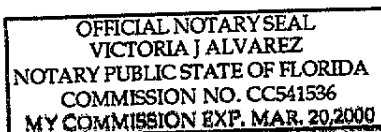
Dated 7/30/98


[Signature of registered agent]

The foregoing instrument was acknowledged before me this July 30, 1998, [date] by John C. White, a member on behalf of **Ambiance EuroStyle**, a limited liability company. He is personally known to me or has produced FL Drivers License as identification.


[Notary's signature]

Notary Seal:



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS:

State of Florida SS
County of Hillsborough

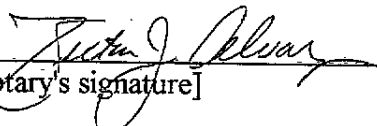
In compliance with FS Sec. 608.407(2), the undersigned member of Ambiance EuroStyle, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00
3. The agreed value of services contributed by the members is \$1,000. A description of the services is attached as Exhibit A and made a part of this affidavit.
4. The total amount of cash, property and services anticipated to be contributed by the members is \$4,000.00. This total includes the amounts from 2 and 3 above.

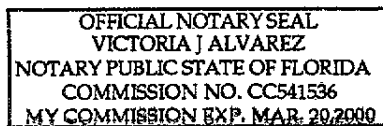


Ms. Nancy Bullen

The foregoing instrument was acknowledged before me this July 30, 1998, [date] by Nancy Bullen, a member on behalf of Ambiance EuroStyle, a limited liability company. She is personally known to me or has produced FL Drivers License as identification.


[Notary's signature]

Notary Seal:



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EXHIBIT "A" TO:
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
Ambiance Eurostyle, L.C.

The \$1,000.00 value attributed to services was contributed by Mr. Marian Adam, a member of Ambiance Eurostyle, L.C. who traveled to the United States to advise the other members of the company as to the development and structure of international business transactions.

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