

11/13/98

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PHONE: (305)541-3694

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NAME: AXIS INTERNATIONAL GROUP, L.L.C.

AUDIT NUMBER.....H98000021239

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF ORGANIZATION
OF
AXIS INTERNATIONAL GROUP, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: **AXIS INTERNATIONAL GROUP, L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 5555 Collins Avenue #14M, Miami Beach, FL 33140.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The limited Liability Company is to be managed by the following member and the name and address of such managing member is:

Name

CRISTIAN PETSCHEN

Address

5555 Collins Avenue #14M
Miami Beach, Florida 33140

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is November 12, 1998.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 12th day of November, 1998.


Cristian Petschen
Managing Member

Prepared by:
Norman S. Weider, Esq., 100 S.E. 2d Street, #3950, Miami, FL 33131
Phone: (305) 371-6338 - Florida Bar No. 150388

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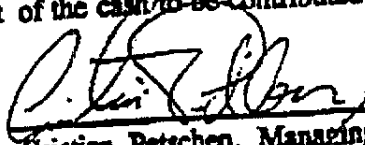
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

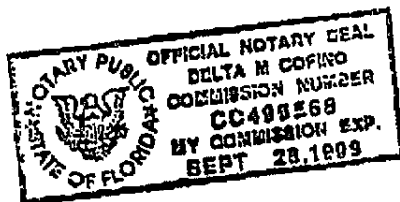
STATE OF FLORIDA)
COUNTY OF DADE) SS:

The undersigned Managing Member of AXIS INTERNATIONAL GROUP, L.L.C.
deposes and says:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by the Member is: One Hundred Dollars (\$100.00). It is anticipated that an additional Nine Hundred Dollars (\$900.00) in cash, shall be contributed by the Member. The total amount of the cash to be contributed is \$1,000.00.


Cristian Petschen, Managing Member

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 13th day of November, 1998, as the Managing Member of AXIS INTERNATIONAL GROUP, L.L.C., who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.




Notary Public
State of Florida

Print Name: DELTA M. COFINO

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
INT HE STATE OF FLORIDA.

1. The name of the limited liability company is: **AXIS INTERNATIONAL GROUP, L.L.C.**
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED
LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE 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 PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.


NORMAN S. WEIDER, ESQ.

DATE: 11/13/98

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