



**INTERNATIONAL COMPANY
SERVICES (USA) INC.**

Providing International Business Consulting Since 1979

Atlantic Professional Building
1591 East Atlantic Blvd.
Suite 200
Pompano Beach, Florida
U.S.A. 33060

Telephone: (954) 943-1498
Facsimile: (954) 943-1499
E-mail: usa@ICSL.com
Web Pages: <http://www.ICSL.com>

October 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 DEC -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

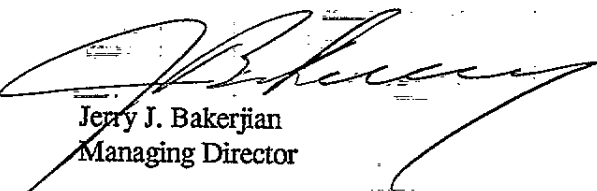
RE: EURO TEK DESIGNS, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of EURO TEK DESIGNS, LLC and a check in the amount of \$337.50 to cover the filing fees for the Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,
FOR INTERNATIONAL COMPANY SERVICES (USA) INC.


Jerry J. Bakerjian
Managing Director

JB/ab
Enc.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1998

JERRY J. BAKERJIAN
INTERNATIONAL COMPANY SERVICES (USA) INC
1591 E. ATLANTIC BLVD., SUITE 200
POMPANO BEACH, FL 33060

SUBJECT: EURO TECH DESIGNS, LLC
Ref. Number: W98000024179

FILED
98 DEC -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EURO TECH DESIGNS, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 598A00055269



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 26, 1998

JERRY J. BAKERJIAN
INTERNATIONAL COMPANY SERVICES (USA) INC
1591 E. ATLANTIC BLVD., SUITE 200
POMPAÑO BEACH, FL 33060

SUBJECT: EURO TEK DESIGNS, LLC
Ref. Number: W98000024179

FILED
98 DEC -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EURO TEK DESIGNS, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 898A00052428

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:
EURO CONCEPTS, LLC

ARTICLE II - Address:

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

1591 E. Atlantic Blvd. S.200
Pompano Beach, Florida 33060

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: **30 YEARS**

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

ARTICLE V - Members:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Vince Prendergast
3184587 Canada Inc.
421 Churchill Ave. N. Unite #5
Ottawa, Ontario
Canada K1Z 5C7

Paul Winder
Mercury Overseas Limited
PO Box 107, Oceanic House
Grand Turks, Turks & Caicos Isl
BWI

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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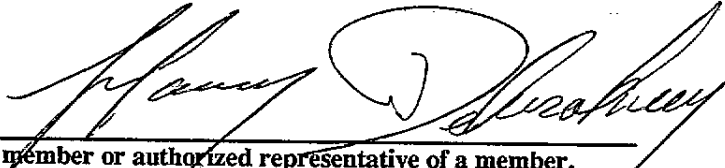
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

EURO CONCEPTS, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 500.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500.00 This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(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 herein are true

**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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

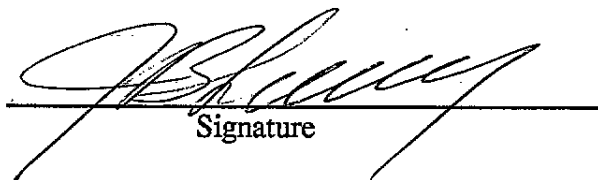
1. The name of the limited liability company is:

EURO CONCEPTS, LLC

2. The name and address of the registered agent office is:

International Company Services (USA) Inc.
1591 E. Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designate 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature


Date