



THE UNITED STATE
CORPORATION
COMPANY

990000000792

ACCOUNT NO. : 072100000032

REFERENCE : 131902 4352702

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 337.50

ORDER DATE : February 11, 1999

ORDER TIME : 11:54 AM

ORDER NO. : 131902-005

000002773080--3

CUSTOMER NO: 4352702

CUSTOMER: William G. Lambrecht, Esq
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: KNITTEL USA, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 2:26

L99-792

Name	99-792
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

DIVISION OF CORPORATION

99 FEB 11 PM 1:07

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**ARTICLES OF ORGANIZATION
OF
KNITTEL USA, LLC**

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The undersigned subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the Company is Knittel USA, LLC.
2. Duration. The existence of the Company shall begin on the date of filing of these Articles of Organization with the Department of State of the State of Florida, and shall be perpetual.

3. Principal Office. The mailing address and the street address of the principal office of the Company is:

c/o Athco
7570-90 Commerce Court
Sarasota, FL 34243

4. Manager. The Company is to be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of members, or until her successor is elected and qualifies, are as follows:

Noelle A. Haft
c/o Athco
7570-90 Commerce Court
Sarasota, FL 34243

5. Additional Members. The existing members of the Company may admit additional members upon the unanimous consent of the then existing members and payment of a capital contribution by the new members, in cash or property, to be determined at the time of such admission by the then existing members.

6. Continuation of Business. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall continue in existence and the remaining members may continue the business of the Company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the Company.

7. Amendment. These Articles of Organization may be amended in the manner provided in the Regulations of the Company.

8. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

William G. Lambrecht
200 S. Orange Avenue
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position.

In witness whereof, the undersigned has executed these Articles of Organization this 10th day of February, 1999.

William G. Lambrecht
William G. Lambrecht
Authorized Representative of
Noelle A. Haft, a member of the
Company/Registered Agent

WGL-344976.1

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LIMITED LIABILITY COMPANY AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

William G. Lambrecht, an authorized representative of Noelle A. Haft, a member of Knittel USA, LLC, a Florida limited liability company (the "Company") deposes and says:

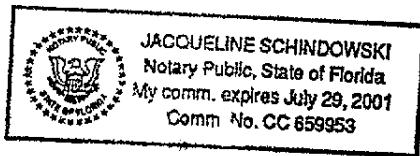
1. \$1,000 USD is being contributed by the members at the time of formation.
2. \$5,000,000 USD is anticipated to be contributed by the members.
3. No other property is being contributed at the time of formation or is anticipated to be contributed by the members.

Signed this 10th day of February, 1999.

William G. Lambrecht
William G. Lambrecht
Authorized Representative

SWORN TO AND SUBSCRIBED before me this 10th day of February 1999 by William G. Lambrecht, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



Jacqueline Schindowski
Signature of Notary Public
Jacqueline Schindowski
Print Name of Notary Public

I am a Notary Public of the State of Florida, and my commission expires on 7-29-01

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