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ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

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ADMITTED IN FL, NY, D.C.

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April 19, 1999

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

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****337.50 ****337.50

Re: Articles of Organization for EC Bros. L.C.
Our File No. 3154.007

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Organization of EC Bros. L.C. by the Registered Agent relative to the above cited limited liability company together with our check in the amount of \$337.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of organization.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,

Thomas Baur

TB/hb
encl.

5-11-99

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99 MAY 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 27, 1999

THOMAS BAUR
BAUR, WOODBRIDGE, REUS & KLEIN, P.A.
100 N. BISCAYNE BLVD., 21ST FLOOR
MIAMI, FL 33132-2306

SUBJECT: EC BROS. L.C.
Ref. Number: W99000009829

We have received your document for EC BROS. L.C. 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 registered agent must be the same throughout the document.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 499A00022226

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
EC BROS. L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is EC Bros. L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Thomas Baur, Esq., President of Baur, Woodbridge, Reus & Klein, P.A. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Woodbridge, Reus & Klein, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is as follows: Dr. Reiner Eckermann: \$ 510.00; Joern Eckermann: \$490.00. Additional contributions may be made as needed in proportion to the members' respective membership interests.
7. **Additional Members.** The member shall have the right to admit additional members to the Company by majority vote of members at the time of admission.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their contribution to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the member or any additional

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TALLAHASSEE, FLORIDA

members, as otherwise provided in their operating agreement. The name and address of the initial managing members are as follows:

<u>Name</u>	<u>Address</u>
Dr. Reiner Eckermann	Ubierstr. 2 D-65719 Hofheim Germany
Joern Eckermann	Brookdeich 14-16 D-21029 Hamburg Germany

10. Regulations. At the time of executing these Articles of Organization, the members of the Company shall adopt certain Regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the members of this Company. The members of the Company also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company by majority vote of the members.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. Amendments. These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

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TALLAHASSEE, FLORIDA

The undersigned, as members of the Company, executed these Articles of Organization effective as of the 13th Day of April, 1999.

By: _____

Dr. Reiner Eckermann

By: _____

Joern Eckermann

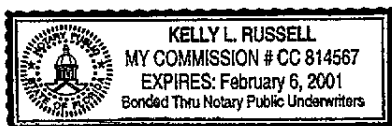
State of Florida :

: S.S.

County of Collier :

The foregoing instrument was acknowledged before me this 13th Day of April, 1999 by **Dr. Reiner Eckermann**, Member of a Florida Limited Liability Company. The person is known to me or has produced the following identification: Picture I.D.. He did not take an oath.

Seal: _____



State of Florida :

: S.S.

County of Collier

The foregoing instrument was acknowledged before me this 13th Day of April, 1999 by **Joern Eckermann**, Member of a Florida Limited Liability Company. The person is known to me or has produced the following identification: Picture ID. He did not take an oath.

Seal: _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR EC BROS. L.C.**

The undersigned, Thomas Baur, Esq., President of Baur, Woodbridge, Reus & Klein, P.A., having been named as registered agent to accept service of process for the above-named limited liability company at the registered office designated in the Articles of Organization, hereby agrees and consent to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325 (Florida Statutes).

Dated : April 14, 1999



Thomas Baur, Esq.

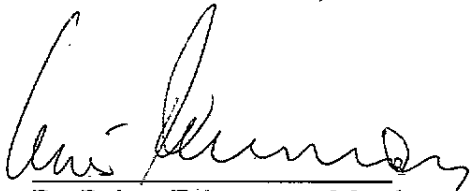
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EC BROS. L.C.
A Florida Limited Liability Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of EC BROS. L.C., hereby states:

1. The above Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is: \$1,000.00.
3. There is no Property other than cash contributed by any of the members.
4. The total amount of cash and property contributed and anticipated to be contributed by members is: \$1,000.00.

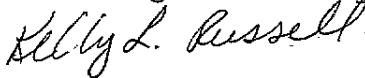

Dr. Reiner Eckermann, Member

Dated: April 13, 1999

State of Florida :
: S.S.
County of Collier :

The foregoing instrument was acknowledged before me this 13th Day of April, 1999 by **Dr. Reiner Eckermann**, Member of a Florida Limited Liability Company. The person is known to me or has produced the following identification: Picture ID. He did take an oath.

Seal:





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99 MAY 11 AM 9:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE