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ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

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CHRISTOPHER J. KLEIN, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D., LL.M.
ADMITTED IN FL, NY, D.C.

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LIC. EN DERECHO (MADRID, SPAIN)

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July 21, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

100002939911--9
-07/23/99-01048-006
***285.00 ***285.00

Re: Articles of Organization for B&L Mining, L.C.
Our File No. 3433.001

Dear Sir/Madam:

Enclosed please find the original plus one copy of the Articles of Organization for B&L Mining, L.C. Also enclosed is our check in the amount of \$285.00.

If same meet with your approval please return a certified copy of the Articles to our office.

Sincerely yours,

Claudio Riedi

CR/hb
enclosures: as stated

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 23 PM 3:03

L99-4561

ARTICLES OF ORGANIZATION
B&L MINING, 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"), do hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is B&L Mining, 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 Claudio Riedi, Esq. The street address of the initial registered agent of the Company is Baur, Woodbridge, Reus & Klein, P.A., 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 3301 South Ocean Blvd., Highland Beach, FL 33487.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is as follows: Mr. Juergen Bolln: \$ 550.00; Mr. Helmut Lueder: \$450.00. 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 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>
Mr. Juergen Bolln	Kleine Twiete 112 D-25438 Uetersen Germany
Mr. Helmut Lueder	Kleine Twiete 112 D-25438 Uetersen 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.

Continued on following page.

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DIVISION OF CORPORATIONS
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The undersigned, as members of the Company, executed these Articles of Organization effective as of the _____ Day of July, 1999.

By: Juergen Bolln
Juergen Bolln

By: Helmut Lueder
Helmut Lueder

Register-Nr. 242/1999

~~State of Florida~~ :

: S.S.

~~County of Collier~~ :

The foregoing instrument was acknowledged before me this 12th Day of July, 1999 by Mr. Juergen Bolln, Member of a Florida Limited Liability Company. The person is known to me, ~~or has produced the following~~ identification: _____. He did not take an oath.

Seal:

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DIVISION OF CORPORATIONS
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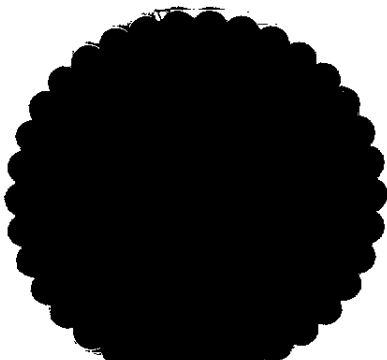
~~State of Florida~~ :

: S.S.

~~County of Collier~~

The foregoing instrument was acknowledged before me this 12th day of July, 1999 by Mr. Helmut Lueder, Member of a Florida Limited Liability Company. The person is known to me, ~~or has produced the following~~ identification: _____. He did not take an oath.

Seal:



Notary
-Page 3 of 3-

[Signature]

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR B&L MINING, L.C.**

The undersigned, Claudio Riedi, Esq., 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 : July 20, 1999

C. Riedi
Claudio Riedi, Esq.

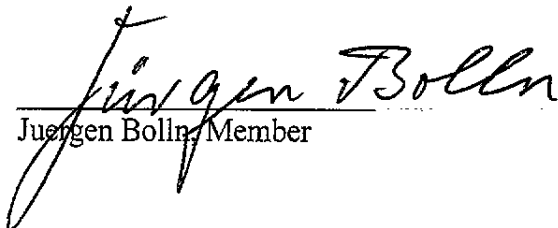
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B&L MINING, L.C.
A Florida Limited Liability Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of B&L MINING, 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.


Juergen Bolln, Member

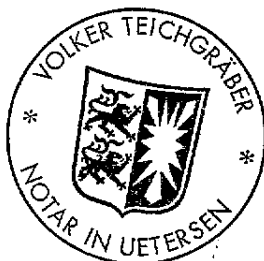
Dated: 12th Day of July, 1999

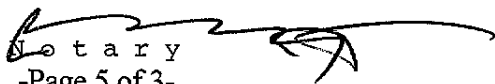
~~State of Florida~~ :
: S.S.
~~XXXXXXXXXX~~
County of Collier :

Register-Nr. 243/1999

The foregoing instrument was acknowledged before me this 12th day of July, 1999 by **Juergen Bolln**, Member of a Florida Limited Liability Company. The person is known to me, ~~or has~~ produced the following identification: ref. He **did** take an oath.

Seal:




Notary
-Page 5 of 3-

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