



THE UNITED STATES CORPORATION COMPANY

L99000004617

ACCOUNT NO. : 072100000032

REFERENCE : 322311 11102A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 28, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 322311-005

CUSTOMER NO: 11102A

CUSTOMER: Ivan M. Lefkowitz, Esq  
LEFKOWITZ BLOOM & VAN LEUVEN,  
LEFKOWITZ BLOOM & VAN LEUVEN,  
430 North Mills Avenue

Orlando, FL 32803

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-07/28/99--01046--017  
\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: ASIA ASSETS MARINE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
99 JUL 28 PM 2: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JUL 28 PM 12: 11

69-82-1  
7-28-99

ARTICLES OF ORGANIZATION  
OF  
ASIA ASSETS MARINE, L.L.C.

The undersigned certifies that he is establishing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

**ASIA ASSETS MARINE, L. L. C.**

The mailing address and street address of its principal place of business is 1416 Litchem Road, Apopka, Florida 32712-3068.

ARTICLE II  
DURATION

The period of this Company's duration is perpetual.

ARTICLE III  
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by one (1) manager. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

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<u>Name</u>	<u>Address</u>
JAMES E. SALMON	1416 Litchem Road Apopka, Florida 32712-3068

ARTICLE IV  
VOTING BY MEMBERS AND MANAGERS

Unless otherwise provided in the Regulations, all votes by members or managers, if there be more than one, shall be weighted in proportion to their relative profit sharing percentages, as reflected in the Regulations of the Company.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the then existing relative profit sharing percentages, as reflected in the Regulations of the Company. Contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 75% of the then existing relative profit sharing percentages, as reflected in the Regulations of the Company.

ARTICLE VI  
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company. This Company may be dissolved by the written consent of the holders of not less than 75% of the then existing relative profit sharing percentages, as reflected in the Regulations of the Company.

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ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

Ivan M. Lefkowitz, Esquire  
430 North Mills Avenue  
Orlando, Florida 32803

ARTICLE VIII  
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 75% of the then existing relative profit sharing percentages, as reflected in the Regulations of the Company.

Executed by the undersigned on July 27, 1999.

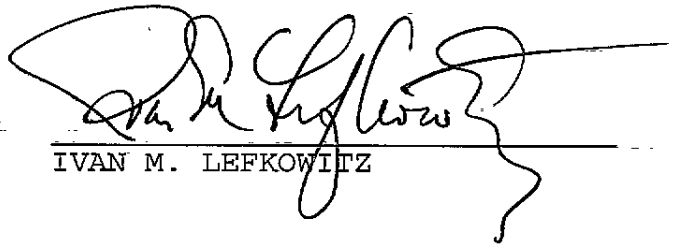
  
\_\_\_\_\_  
JAMES E. SALMON

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ACCEPTANCE OF REGISTERED AGENT

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: July 27, 1999



IVAN M. LEFKOWITZ

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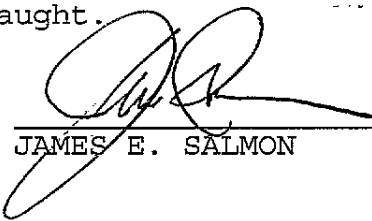
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
PURSUANT TO F.S. § 608.407**

State of Florida  
County of Orange

Before the undersigned authority personally appeared JAMES E. SALMON, a member of ASIA ASSETS MARINE, L.L.C., who on oath says:

1. That he is a member of ASIA ASSETS MARINE, L.L.C.
2. That ASIA ASSETS MARINE, L.L.C., has at least one member.
3. The total amount of cash contributed by the members is \$10,000.
4. If any, the agreed value of property other than cash contributed by the members is \$-0-. A description of the property is attached as Exhibit A and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is \$10,000. This total includes the amounts from paragraphs 3 and 4 above.

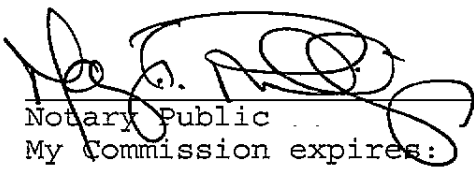
Further affiant sayeth naught.

  
\_\_\_\_\_  
JAMES E. SALMON

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Sworn to and subscribed before me this 27 day of July, 1999, by JAMES E. SALMON, on behalf of ASIA ASSETS MARINE, L.L.C., who is personally known to me or who has produced a Florida driver's license as identification.

NOTARY PUBLIC - STATE OF FLORIDA  
MARY F. PHILLIPS  
COMMISSION # CC822060  
EXPIRES 3/29/2003  
BONDED THRU ASA 1-888-NOTARY1

  
\_\_\_\_\_  
Notary Public  
My Commission expires: