

L99000005530



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 353269 9040A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 285.00

ORDER DATE : ~~August 25, 1999~~ *Sept. 1, 99*

ORDER TIME : 3:02 PM

ORDER NO. : 353269-005

CUSTOMER NO. : 9040A

CUSTOMER: Andrew C. Rose, Esq
ROSE & ROSE
ROSE & ROSE
Suite 200
2101 North Andrews Avenue
Ft. Lauderdale, FL 33311

400002976434--3

DOMESTIC FILING

NAME: ALLIED-GRAY USA, LC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

FILED
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DIVISION OF CORPORATIONS
99 SEP - 1 PM 4:09

RECEIVED
99 SEP - 1 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 2, 1999

CSC
JAMELA ABAIED

SUBJECT: ALLIED-GRAY USA, LC
Ref. Number: W99000020406

RESUBMIT

Please give original
submission date as file date.

We have received your document for ALLIED-GRAY USA, LC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The Affidavit must be completed.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00043805

RECEIVED
99 SEP -2 PM 3:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

ALLIED-GRAY USA, LC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2101 North Andrews Avenue, Suite 200, Ft. Lauderdale, Florida 33311.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2101 N. Andrews Avenue, Suite 200, Ft. Lauderdale, FL 33311 and the name of the initial registered agent of the corporation at that address is Andrew C. Rose, Esq.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

John R. Bracken	Moorhey Street
Managing Member	Oldham, OL 41JE
	England UK

James I. Brierley	Moorhey Street
Managing Member	Oldham, OL 41JE
	England UK

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP - 1 PM 4:09

Henry J. Gray
Managing Member

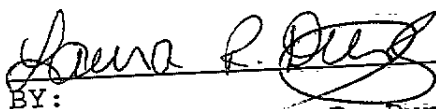
Christopher J. Gray
Managing Member

4300 East Tradewinds Avenue
Lauderdale-By-The-Sea, FL 33308

302 Brantley Harbor Drive
Longwood, FL 32779

The undersigned authorized representative of a member of
ALLIED-GRAY USA, LC hereby executes these articles of
organization on this 26 Day of August 1999.

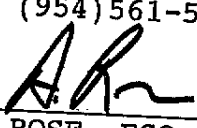
CORPORATION SERVICE COMPANY

A handwritten signature in dark ink, appearing to read "Laura R. Dunlap", is written over a horizontal line.

BY:
Its Agent, Laura R. Dunlap
as its agent as authorized
representative of Allied-Gray
USA, LC

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION 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 RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ROSE & ROSE, P.A.
2101 N. ANDREWS AVENUE
SUITE 200
FT. LAUDERDALE, FL 33311
(954)561-5000



ANDREW C. ROSE, ESQ.

DATE September 1, 1999

AUG. 20 1999 (THU) 13:30

USC TALLAHASSEE

TEL: 850 621 1010

P. 002

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of ALLIED-GRAY VBA, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 30th day of AUGUST, 1999.

Ephrosini Stefanou
Witness
EPHROSINI STEFANO
Typed or Printed Name

D. Stefanou
Witness
DIMITRIOS STEFANO
Typed or Printed Name

H. J. Gray Jr.
Signature
H. J. GRAY JR.
Typed or Printed Name

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
ALLIED-GRAY USA, L.C. 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 \$ 100,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____
- 5) the total amounts of 2, 3 and 4 is \$ 100,000.00

Laura R. Dyer

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.)