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NEW YORK, NY 10004-1400
TELEPHONE: 212-858-1800
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1133 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20036
TELEPHONE: 202-775-9800
TELEFAX: 202-833-8491

695 EAST MAIN STREET
STAMFORD, CT 06904-6760
TELEPHONE: 203-348-2300
TELEFAX: 203-965-8226

WINTHROP STIMSON PUTNAM & ROBERTS

125 WORTH AVENUE
PALM BEACH, FL 33480

TELEPHONE: 561-655-7297
TELEFAX: 561-833-6726

2 THROGMORTON AVENUE
LONDON EC2N 2DL ENGLAND
TELEPHONE: 011-44171-628-4931
TELEFAX: 011-44171-638-0443

6-7, ATAGO 1-CHOME
MINATO-KU, TOKYO 105-0002, JAPAN
TELEPHONE: 011-813-3437-9740
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

6 BATTERY ROAD
*38-01B, SINGAPORE
TELEPHONE: 011-65-227-4700
TELEFAX: 011-65-227-4711

September 27, 1999

Via Federal Express

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

Re: Crompton Charters, LLC

70000299627-2
-09/28/99-01078-003
****293.75 ****293.75

Dear Sir or Madam:

In reference to the above-captioned matter, enclosed please find the original, executed Articles of Organization for Florida Limited Liability Company/Affidavit and the Certificate of Designation of Registered Agent/Office. Please file the Articles with the Secretary of State and return to us a Certificate of Good Standing.

Further enclosed please find our check #4851 made payable to the Secretary of State Div. of Corporations in the amount of \$293.75. The breakdown is as follows:

Filing Fee - Articles of Organization
Designation of Registered Agent
Certificate of Good Standing

\$ 250.00
\$ 35.00
\$ 8.75

If you have any questions, please do not hesitate to call me.

Sincerely,

Guy Rabideau

GR/db
Enclosures

FILED
SEP 28 11 51 AM '99

Name	W. P. Verity
Availability	9-30
Director	[Signature]
Executive	[Signature]
Updater	[Signature]
Verifier	[Signature]
Acknowledgment	[Signature]
W. P. Verity	[Signature]

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is: Crompton Charters, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

125 Worth Avenue, Suite 310
Palm Beach, Florida 33480

ARTICLE III – Duration:

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

ARTICLE IV – Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager is:

John Crompton
125 Worth Avenue, Suite 310
Palm Beach, Florida 33480

ARTICLE V – Admission of Additional Members:

Upon written approval of all existing members, the members shall have the right to admit additional members upon the terms and conditions specified in such approval.

ARTICLE VI – Members Rights to Continue Business

Upon written approval of all other members, the remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

FILED
20 SEP 28 PM 5:00
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

ARTICLE VII – Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Crompton Charters, LLC certifies:

- | | |
|--|--------------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of cash contributed by the member is | \$ 10,000.00 |
| 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.); and | \$ 0 |
| 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is | \$ 10,000.00 |

John A. Crompton
Signature of a member or an 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.)

John Crompton
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

FILED
09 SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

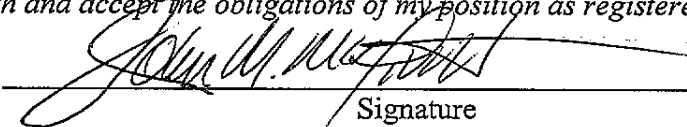
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Crompton Charters, LLC.
2. The name and the Florida street address of the registered agent are:

John M. McDivitt, Esquire
Winthrop, Stimson, Putnam & Roberts
125 Worth Avenue, Suite 310
Palm Beach, Florida 33480

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.



Signature

Filing Fee: \$35.00 for Designation of Registered Agent

FILED
00 SEP 28 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA