

September 29, 1999

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Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****346.25 ****346.25

Dear Section Head:

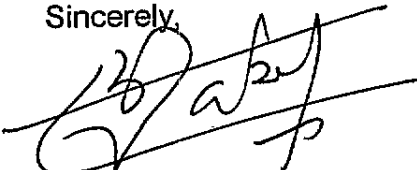
Please find enclosed the following documents for the registration of International Progressive Group, L.L.C.

A check in the amount of 346.25
Articles of Organization
Certificate of Registration Agent/Registered Office

I can be contacted at the following address and phone number:

4500 North Hiatus Road, Suite 206
Sunrise, Florida 33351
Tel: (954) 572-4758

Sincerely,



Lakhdar Boukerrou, Ph.D.

FILED
SEP 29 PM 5:00
TALLAHASSEE, FL
FEDERAL BUREAU OF INVESTIGATION

L99-6291

Name	OK 10-4
Availability	
Document Examiner	OK
Updater	OK
Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**ARTICLES OF ORGANIZATION
OF
INTERNATIONAL PROGRESSIVE GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.407, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be International Progressive Group, L.L.C. ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 4500 North Hiatus Road, Suite 206 Sunrise, Florida 33351 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Page 1

International Progressive Group, L.L.C.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is 4500 North Hiatus Road Suite 206. The name and address of the registered agent of this Company is Dr. Lakhdar Boukerrou, 4500 North Hiatus Road Suite 206, Sunrise Florida 33351.

ARTICLE 7 - MANAGEMENT

The Limited Liability Company is to be managed by Dr. Lakhdar Boukerrou who will serve as the Chief Executive Officer whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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TALLAHASSEE, FLORIDA

International Progressive Group, L.L.C.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is terminated by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 10 - MEMBERS

The Chief Operating Officer of the Company shall be selected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Mr. Nacer Hariouk
8086 NW 15th Manor
Plantation, FL 33322

Dr. Lakhdar Boukerrou
3630 NW 85th Way Apt. 304
Sunrise, FL 33351

Mr. Michel Delcourt
Km 5 Antigua Carretera a Gumbo
Call, Colombia

ARTICLE 11 – AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of International Progressive Group, L.L.C. certifies:

1. The above named limited liability company has at least one member

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CLERK OF DISTRICT COURT
NORTH DAKOTA

International Progressive Group, L.L.C.

2. The total amount of the cash and property contributed by the members is:

Dr. Lakhdar Boukerrou	
Cash	\$60,000

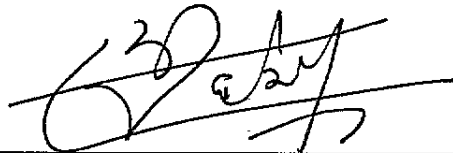
Mr. Nacer Hariouk	
Service Rendered	\$45,000
Inventory	\$15,000

Mr. Michel Delcourt	
Service Rendered	\$35,000
Inventory	\$25,000

3. The total amount of other obligations anticipated to be contribute to International Progressive Group, L.L.C. by the members is:

Other Obligations	\$ 0.00
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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Sunrise, Florida, for the foregoing uses and purposes, this 27th day of September, 1999.



Dr. Lakhdar Boukerrou,
Authorized Representative of the Members

(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 are true)

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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.

The name of the limited liability company is:

International Progressive Group, L.L.C.

The name and the Florida street address of the registered agent are:

Dr. Lakhdar Boukerrou

Name

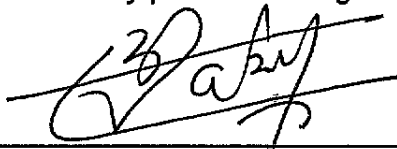
4500 North Hiatus Road, Suite 206

Florida street address

Sunrise Florida 33351

City, state, and Zip

*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 and with
and accept the obligations of my position as registered agent.*



Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA