



**INTERNATIONAL COMPANY
SERVICES (USA) Inc.**
Providing International Business Consulting

Atlantic Professional Building
1591 east Atlantic Boulevard
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Pompano Beach
Florida 33060
USA

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E-mail: usa@ICSL.com

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November 10, 1999

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Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: TALMAY, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of TALMAY, LLC and a check in the amount of \$155.00 to cover the filing fees for the Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,
FOR INTERNATIONAL COMPANY SERVICES (USA) INC.


Jerry J. Bakerjian
Managing Director

gc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB/ab
Enc.

CANADA
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Email: usawest@ICSL.com

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Email: iri@ICSL.com

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Email: tci@ICSL.com

URUGUAY
International Company Services S.A.
Tel: +598 2 902 1165 Fax: +598 2 902 1191
Email: uy@ICSL.com

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

TALMAY, LLC

ARTICLE II - Address:

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

1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

ARTICLE III

Registered Office & Registered Agent's Signature:

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

Carlton Management, Inc.
1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

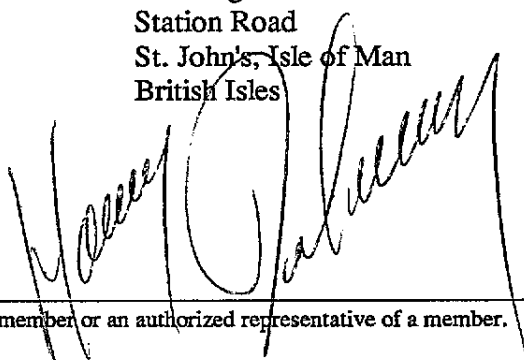
Sharon Smith
Carlton Managers Limited
The Valley
PO Box 2
Anguilla
British West Indies

ARTICLE V - Members:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Pauline Cowap
Owl Investments Limited
Sovereign House
Station Road
St. John's, Isle of Man
British Isles

Graham Murphy
Weatstone Investments Ltd.
Sovereign House
Station Road
St. John's, Isle of Man
British Isles



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Harry Debrosky, Carlton Management Inc.

Typed or printed name of signee

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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