

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

Atlantic Professional Building
1591 east Atlantic Boulevard
Suite 200
Pompano Beach
Florida 33060
USA

Tel: +1 954 943 1498
Fax: +1 954 943 1499

E-mail: ics@icsl.com

L 9900000 7917

November 10, 1999

400003043344--1
-11/12/99--01114--014
***1705.00 ***155.00

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

RE: SEMOOR, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of SEMOOR, 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
Jerry J. Bakerjian
Managing Director

FILED
99 NOV 12 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB/ab
Enc.

CANADA
International Company Services (Canada) Ltd
Tel: +1 450 679 7452 Fax: +1 450 679 4263
Email: icscanada@codep.net

ISLE OF MAN
International Company Services Ltd
Tel: +44 1624 801801 Fax: +44 1624 801800
Email: iom@ICSL.com

UKRAINE
International Company Services (Ukraine) Ltd
Tel: +380 44 235 0536 / +380 44 235 8566
Fax: +380 44 235 8560
Email: ICSL@go.kiev.ua

CZECH REPUBLIC
International Company Services (Central Europe) s.r.o.
Tel: +420 2 573 20706 / +420 2 53 8652
Fax: +420 2 538 928
Email: firstcom@traveller.cz

RUSSIA
International Company Services (Russia) Ltd
Tel: +7 095 975 30 96 Fax: +7 502 222 40 46
Email: mail@ICSL.ru

UNITED KINGDOM
International Company Services (UK) Ltd
Tel: +44 171 493 4244 Fax: +44 171 491 0605
Email: uk@ICSL.com

GIBRALTAR
International Company Services (Gibraltar)
Tel: +350 75 363 Fax: +350 76 363
Email: gib@ICSL.com

SWITZERLAND
International Company Services (Suisse) Ltd
Tel: +41 22 311 3080 Fax: +41 22 310 4878
Email: ICSL@correx.ch

USA (West Coast)
International Company Services (USA) LLC
Tel: +1 310 550 8712 Fax: +1 310 205 7973
Email: usawest@ICSL.com

IRELAND
International Company Services (Ireland) Ltd
Tel: +353 1 661 8490 Fax: +353 1 661 8493
Email: irl@ICSL.com

TURKS & CAICOS ISLANDS
International Company Services (TCI) Ltd
Tel: +1 649 946 2828 Fax: +1 649 946 2825
Email: tc@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:

SEMOOR, 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

99 NOV 12 PM 4:02
FILED
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.

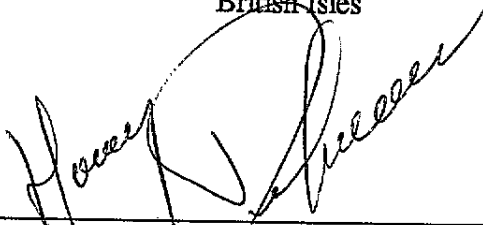
Sharon Smith
Carlton Managers Limited
The Valley
PO Box 2
Anguilla
British West Indies

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 DeBroskey, Carlton Management Inc.

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 12 PM 4: 02

FILED