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Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)922-4003

EFFECTIVE DATE  
12-14-00

From: Account Name : FLORIDA INCORPORATORS, INC.  
Account Number : 075350000473  
Phone : (305)661-8503  
Fax Number : (603)761-7427

AL

LIMITED LIABILITY COMPANY  
HYKEHAM & RASTRA - U.S.A. LLC

RECEIVED  
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TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION FOR  
 HYKEHAM & RASTRA - U.S.A. LLC,  
 A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

HYKEHAM & RASTRA - U.S.A. LLC

EFFECTIVE DATE  
12-14-00

ARTICLE II - Street Address:

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

HYKEHAM & RASTRA - U.S.A. LLC  
 c/o Mark Hankins  
 1221 Brickell Ave. Ste. 900  
 Miami, FL 33131

ARTICLE III - Duration:

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

30 years

FLORIDA INCORPORATORS, INC.  
 1221 BRICKELL AVE, STE. 900 1  
 MIAMI, FL 33025  
 (305) 661-8503

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who shall solely be empowered to act on behalf of the Limited Liability Company, and the name and address of the manager is:

**Ms. Priscila Lamoste LUSTRE** Manager  
Unit 2, Flamengo Apartments  
Port Vila, Vanuatu

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company 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 shall be:

The remaining members 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 upon the majority vote of the remaining members.

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ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.  
1221 Brickell Ave. Ste. 900  
Miami, FL 33131

ARTICLE VIII - Effective Date:

The effective date of these articles shall be December 14, 2000.

ARTICLE IX - Street Address:

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

HYKEHAM & RASTRA - U.S.A. LLC  
c/o Mark Hankins  
1221 Brickell Ave Ste. 900  
Miami, FL 33131

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ARTICLE X - Initial Membership and Percentages:

The initial membership and ownership percentages of the Limited Liability Company is as follows:

HYKEHAM HOLDINGS LTD. 70 %  
Address: Suites 41/42,  
Victoria House, 26 Main Street,  
Gibraltar  
(Company number: 73327)

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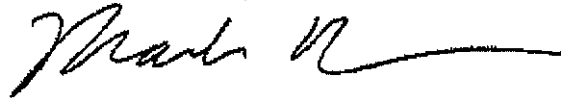
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RASTRA AG-CZ A.S. 30 &  
Masarykovo nam. 1484,  
Pardubice, Czech Republic  
(Company number: 25288041)

ARTICLE XI - Initial Capitalization:

The initial capitalization of the Limited Liability Company shall be FIVE MILLION DOLLARS (\$5,000,000).

DATED: December 14, 2000

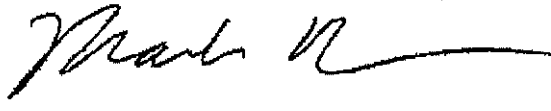


Mark Hankins  
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By: 

Mark Hankins  
President

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