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2003 JUL 18 AM 8:49
STATE OF IDAHO

**ARTICLES OF ORGANIZATION
OF
LARNED S.P.R.L LIMITED LIABILITY COMPANY**

(Idaho Limited Liability Company)

First: The name of the limited liability company is: LARNED S.P.R.L. LIMITED LIABILITY COMPANY

Second: The name, and the business address, of the registered agent for service of process on the limited liability company are: ELIDA AGENT MANAGEMENT SERVICES LLC, 9323 N Government Way, #214, Hayden, Idaho 83835.

Third: The purpose of the limited liability company shall be to engage in any lawful act or activity for which a limited liability company may be formed under the Limited Liability Company Law of the State of Idaho.

Fourth: The limited liability company shall exist for the period of thirty (30) years from the date the Secretary of State issue these Articles of Organization.

Fifth: The members of the limited liability company shall divide the equity of the undertaking in 1, 000 units, to be called "shares", with each individual share having No Stated Par Value. Be it further noted that each share certificate shall state the total number of shares authorized and shall only be valid if signed by the Members and sealed with the company seal. Be it further noted that the Articles of Organization may be amendment from time to time.


Sixth: The initial members to form the limited liability company shall be: HAMBOS TRUST AND CORPORATE SERVICES LLC, P.O. Box 281, 22 Cayon Street, Basseterre, St. Kitts; and PEARCE TRUST EUROGROUP LLC, 1308 Delaware Avenue, Wilmington, DE 19806

Seventh: The company shall be managed by a Manager appointed by Members with the full powers to operate and bind the undertaking subject to the terms and conditions in the Operating Agreement at the First Minutes of LARNED S.P.R.L. LIMITED LIABILITY COMPANY' Members Meeting. The Operating Manager shall be: PEARCE TRUST EUROGROUP LLC, 1308 Delaware Avenue, Wilmington, DE 19806

Eighth: The name and address of the person forming this limited liability company at the instruction of its Members is as follows: Steven E. Catts, 1308 Delaware Ave., Wilmington, DE 19806.

The address to which the Secretary of State may send a copy of this document upon completion of filing (or to which the Secretary of State may return this document if filing is refused) is: 1308 Delaware Ave., Wilmington, DE 19806

IN WITNESS WHEREOF, the undersigned have executed this Articles of Organization LARNED S.P.R.L. LIMITED LIABILITY COMPANY this the July 14, 2003.


STEVEN E. CATTS
Authorized Person

IDAHO SECRETARY OF STATE
07/18/2003 05:00
CK: 3306 CT: 157630 BH: 691740
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