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Division of Corporations

S. C. CRONIG & ASSOC

TEL: 305 444 6774

P. 001

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Fax Number : (850) 205 -0383

From:

Account Name : STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.  
Account Number : I19980000095  
Phone : (305) 444 -6300  
Fax Number : (305) 444 -6334

LIMITED LIABILITY COMPANY

Matilda USA, LLC.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 02       |
| Estimated Charge      | \$155.00 |

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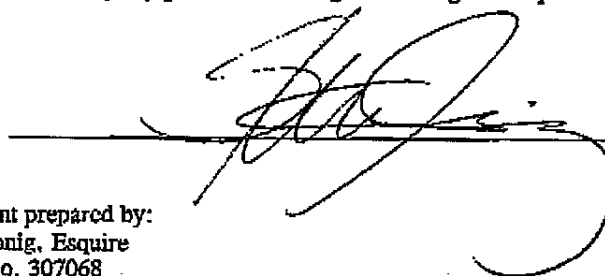
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Audit No. H01000090488-7  
Wednesday, August 15, 2001

**ARTICLES OF ORGANIZATION  
OF MATILDA USA, LLC.**

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Matilda USA, LLC. a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida.

1. Name. The name of the limited liability company shall be Matilda USA, LLC. (hereinafter the "Company") [§608.407(1)(a)].
2. Street Address of Principal Office. The street address of the principal office of the Company initially shall be 1100 Lincoln Road, Space A, Miami Beach, Florida 33139. [§608.407(1)(b)].
3. Mailing Address. The mailing address of the Company shall initially be 1100 Lincoln Road, Space A, Miami Beach, Florida 33139. [§608.407(1)(b)].
4. Registered Agent. The name and address of the initial Registered Agent for the Company is Steven C. Cronig, 307 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133. [§608.407(1)(c)].

*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.*



Signature of Registered Agent

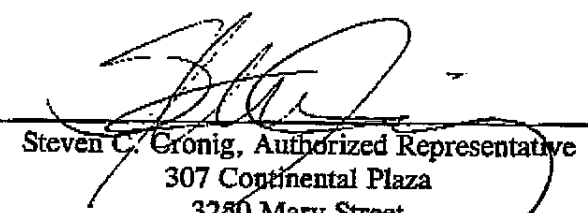
This instrument prepared by:  
Steven C. Cronig, Esquire  
Florida Bar No. 307068  
Steven Carlyle Cronig & Associates, P.A.  
307 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133  
Telephone (305) 444-6300

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Wednesday, August 15, 2001

5. Management. The Company shall be managed by one or more managers and is, therefore, a manager-managed company. (§608.407(1)(a)).

IN WITNESS THEREOF, the undersigned, as the authorized representative of the organizing Members, has made and subscribed these Articles of Organization at Coconut Grove, Miami-Dade County, Florida for uses and purposes aforesaid this 15 day of August 2001.

  
Steven C. Cronig, Authorized Representative  
307 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133  
Telephone (305) 444-6300  
Telefacsimile (305) 444-6334

(In accordance with §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.)

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