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To:

Division of Corporations

Pax Number : (850)205-0383

From:

: RASCO, REININGER & PEREZ, P.A.

Account Name : RASCO, REININ Account Number : 104076000124 Phone : (305)476-7100 Fax Number : (305)476-7102

LIMITED LIABILITY COMPANY

MASTER MANAGEMENT SERVICES USA LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. Name

The name of the Limited Liability Company is:

MASTER MANAGEMENT SERVICES USA LLC

ARTICLE II. - Address

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

168 S.E. 1ST Street Suite 605 Miami, Florida 33131

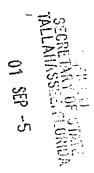
ARTICLE III. - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Miami Corporate Systems, Inc. 283 Catalonia Avenue, 2nd Floor Coral Gables, Florida 33134

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.

Audit No. H01000096295 0
This Instrument was prepared by:
Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100
Bar No. 992038



Audit No. HO1000096295 0

REGISTERED AGENT:

MIAMI GORPORATE SYSTEMS, INC.

By:

Salomon B. Esquenazi Assistant Vive President

ARTICLE IV. - Management:

X The Limited Liability Company is to be managed by four managers, and is, therefore, a manager-managed company. The names and addresses of the initial managers are;

Salomon Mishaan 168 S.E. 1ST Street, Suite 605 Miami, Florida 33131

Jean Paul Aziza 168 S.E. 1ST Street, Suite 605 Miami, Florida 33131

Eric Saba 168 S.E. 1ST Street, Suite 605 Miami, Florida 33131

Salomon Levy 168 S.E. 1st Street, Suite 605 Mami, Florida 33131

Selomon Mishaan

Signature of a member or 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.

Audit No. H01000096295 0 This instrument was prepared by: Salomon B. Esquenazi, Esq. Rasco, Reininger & Perez, P.A. 283 Catalonia Avenue, 2nd Floor Coral Gables, Florida 33134 (305) 476-7100 Bar No. 992038 SECRETARY OF STAIL TALLAHASSEE FECKIDI