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TALLAHASSEE, FLORIDA DIVISION OF CORPORATION

CAPITAL CONNECTION, INC.

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True North USA Holdings LLC

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- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
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**ARTICLES OF ORGANIZATION
OF
TRUE NORTH USA HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be TRUE NORTH USA HOLDINGS, LLC ("company").

ARTICLE II - ADDRESS

The mailing address of the company is P.O. Box 3369, Lake Wales, Florida 33859-3369, and the street address of the principal office of the company is 225 E. Stuart Avenue, Lake Wales, Florida 33853.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are EDWARD H. FERKING, JR., 225 E. Stuart Avenue, Lake Wales, Florida 33853.

ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written request.

ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managing member of the company is:

NAME

ADDRESS

EDWARD H. FERKING, JR.

P.O. Box 3369, Lake Wales, FL 33859

IN WITNESS WHEREOF, the undersigned member has made and subscribed these articles of organization at Lake Wales, Florida, on April 4, 2006.


EDWARD H. FERKING, JR.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4th day of April, 2006, by EDWARD H. FERKING, JR., [] who is personally known to me, or [X] who has produced Driver's License as identification.



Darlene Wilson
MY COMMISSION # DD179795 EXPIRES
January 23, 2007
BONDED THRU TROY FAIN INSURANCE, INC.


Darlene Wilson (Type or print name)
Notary Public/State of Florida at Large

My Commission Expires:

DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, TRUE NORTH USA HOLDINGS, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is TRUE NORTH USA HOLDINGS, LLC.
2. The name and street address of the registered agent in Florida are:

EDWARD H. FERKING, JR.
225 E. Stuart Avenue
Lake Wales, FL 33853

The undersigned, being the person named in the articles of organization of TRUE NORTH USA HOLDINGS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



EDWARD H. FERKING, JR.
Registered Agent