

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EDWARD H. GILBERT, P.A.
Account Number : I19990000063
Phone : (561) 361-9300
Fax Number : (561) 361-936902 AUG 30 AM 8:10
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LIMITED LIABILITY COMPANY

Walnut Assets USA, LLC

Certificate of Status	0
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
OF
WALNUT ASSETS USA, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for purposes of forming a limited liability company pursuant to Florida Statutes Section 608, hereby adopts the following Articles of Organization:

ARTICLE I
CORPORATE NAME

The name of the limited liability company is WALNUT ASSETS USA, LLC (the "LLC").

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the LLC is:

3570 Mystic Point Drive
Aventura, Florida 33180

ARTICLE III
REGISTERED AGENT

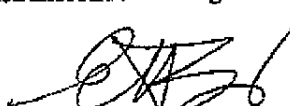
The registered agent and the Florida street address of the registered agent is:

E.H.G. Resident Agents, Inc. 523815
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE IV
MANAGEMENT

The LLC is to be managed by one (1) or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of August, 2002.


Edward H. Gilbert, authorized agent for manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H02000189420 1)))
- (e.) Florida Bar No. 180595

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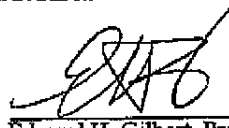
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of WALNUT ASSETS USA, LLC contained in the foregoing Articles of Organization and states that the undersigned is familiar with and accepts the obligations imposed upon registered agents pursuant to the Florida Limited Liability Company Act.

E.H.G. RESIDENT AGENTS, INC.

Date: August 30, 2002

By: 
Edward H. Gilbert, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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