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(Business Entity Name)

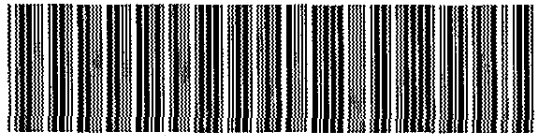
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. TOP QUALITY USA LLC  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time 2.06       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS

AMENDMENTS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report
- Fictitious Name

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

16

Examiner's Initials

STATE OF FLORIDA  
ARTICLES OF ORGANIZATION  
OF  
TOP QUALITY USA, LLC

**FILED**  
07 FEB -6 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company pursuant to 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 is TOP QUALITY USA, LLC

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal place of business of the Limited Liability Company is 150 SE 2<sup>nd</sup> Avenue, Suite 1010, Miami, Florida 33131.

**ARTICLE III – DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV – PURPOSES AND POWERS**

The general purpose for which the Company is organized is to operate the business of TOP QUALITY USA, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE V – ADMISSION OF NEW MEMBERS**

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest 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 other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

#### **ARTICLE VI – CONTINUATION OF BUSINESS**

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

#### **ARTICLE VII – MANAGEMENT**

The Company shall be managed by one manager or more managers and is, therefore, a manager-managed company. The initial manager will serve until the first annual meeting of the members. The names and addresses of the initial managers of the Company are:

Carmel Nicolas Zappoli

41 G, Route des Jeunes  
1227 Carouge – Genève  
Switzerland

Giovanni Liccardo

41 G, Route des Jeunes  
1227 Carouge – Genève  
Switzerland

Filippo Marino

4800 Pine Tree Drive  
Suite 105  
Miami Beach, Florida 33140

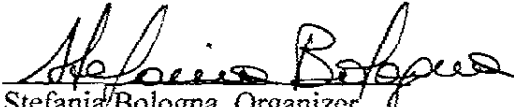
**ARTICLE VIII – REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is: 150 SE 2<sup>nd</sup> Avenue, Suite 1010, Miami, Florida 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

**ARTICLE IX – INDEMNIFICATION**

This company shall indemnify any and all of its members, managers, directors, officers, employees, organizers or agents or former members, managers, directors, officers, employees, organizers or agents or any person or persons who may have served at its request as a member, manager, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 1<sup>st</sup> day of February, 2007.

  
Stefania Bologna, Organizer

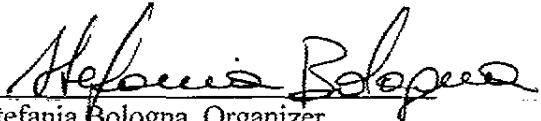
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the limited liability company is TOP QUALITY USA, LLC.
2. The name and address of the registered agent is as follows:

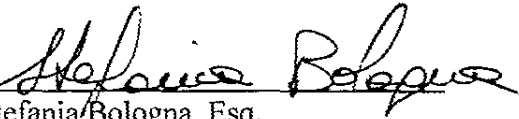
Stefania Bologna, Esq.  
150 SE 2<sup>nd</sup> Avenue  
Suite 1010  
Miami, FL 33131

Dated: 02/01/07

  
Stefania Bologna, Organizer

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.

Dated: 02/01/07

  
Stefania Bologna, Esq.  
Registered Agent