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**CORPORATE
ACCESS
INC.**

23 East 5th Avenue Tallahassee, Florida 32303

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Amend./LLC

1.) Valkyria USA, LLC
(CORPORATE NAME & DOCUMENT #)

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2.) _____
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SPECIAL INSTRUCTIONS

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**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
VALKYRIA USA, LLC**

THE UNDERSIGNED, being the authorized representative of all of the members of **VALKYRIA USA, LLC**, a Florida limited liability company formed pursuant to Articles of Organization filed with the Florida Department of State on April 27, 2000, does hereby subscribe to, acknowledge and file the following First Amended and Restated Articles of Organization for the Articles of Organization of **VALKYRIA USA, LLC**, a Florida limited liability company. This instrument has been duly executed and this instrument being filed in accordance to the provisions of Section 608. 411, F.S.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **VALKYRIA USA, LLC**, its *principal office* and *mailing address* shall be located at **1500 Bay Road, Miami Beach, Florida 33139, County of Miami-Dade**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or er entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.

MANAGEMENT

This limited liability company shall be managed by its two (2) members. The name(s) and address(es) of the person(s) who shall serve managing members are as follows:

Rockside USA, Inc., A Georgia Corporation
3015 Brookwater Drive
Cumming, GA 30041

Harry Boshouwers
1500 Bay Road
Miami Beach, Florida 33139

ARTICLE V.

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MEMBERSHIP RESTRICTIONS

New members shall have the right to admit new members by unanimous consent, unless otherwise stated in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of Managing Members, unless the Operating Agreement states otherwise.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members, unless the Operating Agreement states otherwise.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII.

PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

(b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII.

DURATION

This limited liability company shall exist perpetually.

ARTICLE IX.

ORGANIZER

The *location* and *mailing address* of the organizer of the limited liability company is **940 Lincoln Road, Suite 319, City of Miami Beach, County of Miami-Dade, State of Florida, 33139**, and the name of the company's organizer at that address is **David Philips, Esq.**

ARTICLE X

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REGISTERED AGENT

The *location* and *mailing address* of the registered agent of the limited liability company is **940 Lincoln Road, Suite 319, City of Miami Beach, County of Miami-Dade, State of Florida, 33139**, and the name of the company's registered agent at that address is **David Philips, Esq.**

The undersigned, being the organizer of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **VALKYRIA USA, LLC.**

Executed by the undersigned at law office of Philips & Folland, on May 2, 2000.


David Philips, Esq., Organizer
as Authorized Member Representative

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