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EMPIRE CORPORATE KIT

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Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

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LIMITED LIABILITY COMPANY

PROFRIGO U.S.A., L.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION
OF
PROFRIGO U.S.A., L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I
Name

The name of the Limited Liability Company is: Profrigo U.S.A., L.C.

ARTICLE II
Address of Place of Business

The street address and mailing address of the principal office in Florida for the Limited Liability Company is: 1801 Clint Moore Road, Ste. 100, Boca Raton FL 33487.

ARTICLE III
Purpose

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV
Period of Duration

This Limited Liability Company shall exist until 30 years from the date upon which these Articles of Organization are filed with the Department of State of the State of Florida, unless earlier terminated by the terms of this Article IV. This Limited Liability Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within 90 days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

ARTICLE V
Registered Agent

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Cory Nass, 1801 Clint Moore Road, Boca Raton, FL 33487.

Prepared by:
Cory B. Nass, Esq.
1801 Clint Moore Road, Suite 100
Boca Raton, FL 33487
(561) 998-8884
FL Bar No. 0003956

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ARTICLE VIII
Additional Members

Members may admit additional members upon unanimous agreement of the then existing members. The Members shall unanimously determine the contributions to capital required of the new Members at the time of admission.

ARTICLE IX
Continuity of Business

Upon 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 Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

ARTICLE X
Management

The business of this Limited Liability Company shall be managed by one or more Members. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

Profrigo S.A.
Boulevard Industriel 80
B 7700 Mouscron, Belgium

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ARTICLE XI
Amendment

The power to alter, amend or repeal these Articles of Organization shall be vested solely in the Members.

The undersigned, being all of the original Members of this Company certify that the foregoing constitutes the entire proposed Articles of Organization of this Limited Liability Company.

Executed by the undersigned on this 26th day of June, 2000.

PROFRIGO U.S.A., L.C.

By:

Jan Van Damme, as Executive Director
of Profrigo S.A.

STATE OF FLORIDA

COUNTY OF PALM BEACH

} SS:

ON THIS 26th day of June, 2000 before me personally appeared Jan Van Damme, Executive Director of Profrigo S.A., to me known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



Karoline San Martin
My Commission OCT700222
Expires July 19, 2002

Karoline San Martin
NOTARY PUBLIC
State of Florida at Large

Commission Expires:

July 19, 2002

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H000 00033982**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Profrigo U.S.A., L.C.
2. The name and address of the registered agent and office is:

Cory B. Nass
1801 Clint Moore Road, Ste. 100
Boca Raton, FL 33487

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.

Cory B. Nass
(Signature)

June 26, 2000
(Date)

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