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ACCOUNT NO. : 072100000032

REFERENCE : 821785 7224096

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 125.00

ORDER DATE : September 6, 2000

ORDER TIME : 4:15 PM

ORDER NO. : 821785-005

CUSTOMER NO: 7224096

CUSTOMER: Ms. Toresa S. Lou  
Ms. Toresa S. Lou

500003387975--S

1607 N.w. 84th Avenue

Miami, FL 33126

DOMESTIC FILING

NAME: MAXUSA, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

*B*  
*911-00*

APPROVED  
FILED  
00 SEP 11 PM 2:18  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
RECEIVED  
00 SEP 11 PM 12:59

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

MAXUSA, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1607 Northwest 84th Avenue, Miami, Florida, 33126.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

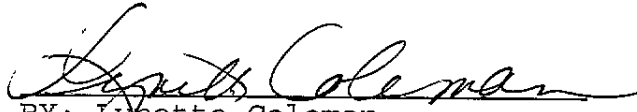
Member:

Toresa S. Lou 339 South Cheryl Lane  
City of Industry, California 91789

Anthony Y. Chang 15665 Silver Point  
Chino Hills, California 91709

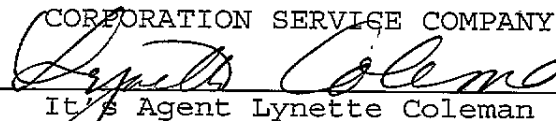
APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member of  
MAXUSA, LLC hereby executes these articles of  
organization on this 11th day of September 2000.

  
BY: Lynette Coleman  
as authorized representative  
of MAXUSA, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation  
authorized to transact business in this State, having a  
business office identical with the registered office of the  
Limited Liability Company named above, and having been  
designated as the registered agent in the above and  
foregoing articles, is familiar with and accepts the obligations  
of the position of registered agent under Section 608.415 or  
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY  
By:   
It's Agent Lynette Coleman

Dated: September 11, 2000

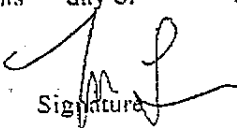
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FILED  
00 SEP 11 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## LIMITED POWER OF ATTORNEY


The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of MAXUSA, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this \_\_\_\_\_ day of \_\_\_\_\_

  
Signature

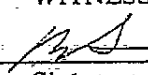
\_\_\_\_\_  
TORRESA S. LOU  
Print Name of Signer

WITNESS:

  
Signature

JOHN PAN  
Print Name of Witness

WITNESS:

  
Signature

MARISSA SUN  
Print Name of Witness

APPROVED  
FILED  
00 SEP 11 PM 2:18  
STATE OF FLORIDA  
CLERK OF THE COURT