

L000000012281

**McCLANE II TESSITORE**

LAW FIRM

1221 WEST COLONIAL DRIVE, SUITE 200

ORLANDO, FLORIDA 32804

UNITED STATES

October 2, 2000

VIA FEDERAL EXPRESS

Florida Department of State

Division of Corporations

409 E. Gaines St.

Tallahassee, Florida 32399

**MJH**

(407) 872-0600  
FAX (407) 872-1227  
www.mcclanepa.com

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-10/03/00--01048--002  
\*\*\*130.00 \*\*\*130.00

**Re: Articles of Organization of FSB USA, LLC, a Florida Limited Liability Company**

Dear Clerk,

Enclosed is the original and a copy of the Articles of Organization of FSB USA, LLC, a Florida Limited Liability Company, together with a check for \$130.00 to cover the filing fee, fee for the designation of registered agent and certificate of status fee.

Once the Articles of Organization have been filed, please return the certificate of status to this office.

If you have any questions or comments, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

MCCLANE TESSITORE

By: \_\_\_\_\_

Donna D. Murray, Paralegal

enclosure

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**Articles of Organization**  
of  
**FSB USA, LLC**  
*a Florida Limited Liability Company*

1. **Name.** The name of the limited liability company is FSB USA, LLC (herein after referred to as "Company").
2. **Principal Office.** The street address and mailing address of the Company shall be 7512 Dr. Phillips Blvd., Suite 50, PMB-343, Orlando, Florida 32819.
3. **Members.** There are two (2) members of the Company who are (1) Enrico Ferri and (2) Mecanizados Sanchez Bielsa, S.L. The address and percentage interest in the Company of each member shall be as follows:

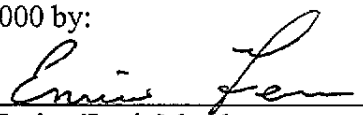
Enrico Ferri, 8557 Clematis Lane, Orlando, Florida, 32819. Percentage Interest: forty-nine percent (49%).

Mecanizados Sanchez Bielsa, S.L., Calle Gutemberg 343-345 (Pol.Ind.Torrehierro) 45600, Talavera de la Reina, Toledo, Spain, Attention: Paloma Sanchez. Percentage Interest: fifty-one percent (51%).

4. **Amendment.** Any amendment to these articles of organization must be approved unanimously by the members of the Company.
5. **Death, Retirement, Resignation, Expulsion, Bankruptcy or Dissolution of a Member:** The Company shall not terminate solely as a consequence of the bankruptcy, insolvency, appointment of a receiver, liquidator, assignee, trustee or sequestrator (or other similar official) of a member of the Company or a substantial part of such member's property, or assignment for the benefit of its creditors, or an admission in writing of the inability to pay its debts generally as they become due, or any similar action, of one or more of the members.
6. **Registered Agent, Registered Office, & Registered Agent's Signature:** The name and the Florida street address of the registered agent are:

Enrico Ferri, 7512 Dr. Phillips Blvd., Suite 50, PMB-343, Orlando, Florida 32819.

Executed this 22 day of September 2000 by:

  
Enrico Ferri, Member

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*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 as provided for in Chapter 608.F.S.*

  
\_\_\_\_\_  
Enrico Ferri, Registered Agent