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EMPIRE CORPORATE KIT

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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850) 922-4003

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Account Name : EMPIRE CORPORATE KIT COMPANY

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LIMITED LIABILITY COMPANY

orion-express u.s., LLC.

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Estimated Charge	\$155.00

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**Articles of Organization
for
ORION-EXPRESS U.S., L.L.C.**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "ORION-EXPRESS U.S., L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

3111 Stirling Road
Ft. Lauderdale, Florida 33312-6525
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

Natalia V. Poliakova, Esq.
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, Florida 33312-6525

The address of its registered office is:

3111 Stirling Road
Ft. Lauderdale, Florida 33312-6525
6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.

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8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Manager of the Company is:

Igor Evaseshin
c/o Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, Florida 33312-6525

11. **Initial Members.** The name and address of the initial single member of the Company are as follows:

Igor Evaseshin

Dated this 31st day of January, 2001

Natalia V. Poliakova
Natalia V. Poliakova, Esq.
as an Authorized Representative
of the single Member/Manager

The foregoing Articles of Organization were acknowledged before me this 31st day of January, 2001, by Natalia V. Poliakova, as an authorized representative of the single member/manager, who is personally know to me.

Patricia A. Hill
PATRICIA A. HILL, Notary Public
State of Florida
My Commission Expires: _____

PATRICIA A. HILL
Notary Public - State of Florida
My Commission Expires Oct 19, 2002
Commission # CC784184

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Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.

Natalia V. Poliakova

Natalia V. Poliakova, as Registered Agent

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