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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

friends uSA, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
FRIENDS USA, L.L.C.

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the limited liability company is **FRIENDS USA, L.L.C.** ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Mailing Address and Street Address. The Company's mailing and street address is 330 Sunny Isle Blvd, Sunny Isle, Fl 33160
4. Registered Agent and Office. The name of the initial registered agent of the Company is Pablo G. Barreiro. The street address of the initial registered agent of the company is 330 Sunny Isle Blvd., Sunny Isle, Fl 33160.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

Prepared by:

Richard Waserstein
Waserstein Law Building
913 Normandy Drive (71 St. Street)
Miami Beach, Florida 33141

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6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of member in the Company, the remaining members may, by unanimous written agreement continue the business of the Company.

7. Management of the Company. The management of the limited liability company is reserved to the member. The following persons will initially be the day-to-day managing member:

1. Pablo G. Barreiro, 330 Sunny Isle Blvd., Sunny Isle, FL 33160.
2. Claudio O. Valente, 330 Sunny Isle Blvd., Sunny Isle, FL 33160

8. Regulations. The members shall have the power to adopt, alter, amend, or repeals regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on March 2, 2001.


PABLO G. BARREIRO


CLAUDIO O. VALENTE

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Provisions of Section 608.415, Florida Statutes,
the undersigned Limited Liability Company submits the following
statement in designation of the Registered Office/Registered Agent,
in the State of Florida.

1. The name of the Limited Liability Company is:
FRIENDS USA, L.L.C.

2. The name and address of the Registered Agent and office
is:

Pablo G Barreiro
330 Sunny Isle Blvd.
Sunny Isle, FL 33160

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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.

Dated this 2th day of March, 2001


PABLO G BARREIRO

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