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Florida Department of State
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To:
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From:
 Account Name : EMPIRE CORPORATE KIT COMPANY
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 Phone : (305) 634-3694
 Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

BROD USA, L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF
BROD USA, L.L.C.

The undersigned authorized representative, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this Limited Liability Company shall be **BROD USA, L.L.C.** (the "Company").

ARTICLE II
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Regulations.

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1001 Brickell Bay Drive, Suite 2908, Miami, Florida, 33131 and such other place or places as the members from time to time may determine. The mailing address of the Company is c/o Steven L. Cantor, P.A. 1001 Brickell Bay Drive, Suite 2908, Miami, Florida 33131.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be SLC Corporate Services, Inc. The address of the initial registered agent is 1001 Brickell Bay Drive, Suite 2908, Miami, Florida 33131.

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ARTICLE VI
MEMBER

The Company shall have one (1) member at the time of formation. The name and address of the member is:

JAN RICICA
c/o Steven L. Cantor, P.A.
1001 Brickell Bay Drive, Suite 2908
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

ARTICLE VII
MANAGEMENT

All business of the Company will be conducted under the exclusive management of its member who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters.

ARTICLE VIII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE IX
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon :

- (A) the vote of all holding an interest in the Company;
- (B) the expiration of the term of the Company; or

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- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 31st day of July, 2001, effective upon filing same with the Florida Department of State.

BROD USA, L.L.C., a Florida Limited Liability Company

By:

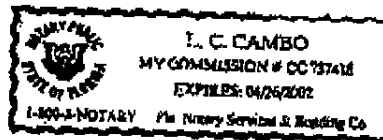

STEVEN L. CANTOR, Authorized Representative

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STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of July, 2001, by Steven L. Cantor, who did execute the foregoing Articles of Organization as authorized representative, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.


L.C. Cambo, Notary Public
State of Florida



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **BROD USA, L.L.C.** at 1001 Brickell Bay Drive, Suite 2908, Miami, Florida 33131, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SLC Corporate Services, Inc., a Florida corporation



Steven L. Cantor, President

Dated: July 31, 2001

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