

Division of Corporations

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

AL

LIMITED LIABILITY COMPANY

TOP CART USA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

OF

TOP CART USA, LLC

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is TOP CART USA, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 10 NW LEJEUNE RD., SUITE 600, MIAMI, FL 33126. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT


That TOP CART USA, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates LOUIS MANUEL HILLMAN-WALLER, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 10 NW LEJEUNE RD., SUITE 600, MIAMI, FL 33126.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 4th day of October, 2001.

LOUIS MANUEL HILLMAN-WALLER



Authorized Representative of Member

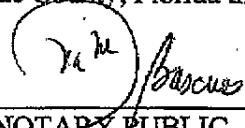
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, LOUIS MANUEL HILLMAN-WALLER, as who produced _____ identification or is personally known to me, to be the original members to the foregoing Articles of TOP CART USA, LLC., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 4th day of October, 2001.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



Ana M. Bascuas
Commission # 00900882
Expires Feb. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That TOP CART USA, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named LOUIS MANUEL HILLMAN-WALLER as its Agent, of 10 NW LEJEUNE RD., SUITE 600, MIAMI, FL 33126, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

LOUIS MANUEL HILLMAN-WALLER,
Registered Agent



Date: October 4th, 2001

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