

TELEPHONE
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LAW OFFICES
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9400 SOUTH DADELAND BOULEVARD
PENTHOUSE 5
MIAMI, FLORIDA 33156

FACSIMILE
(305) 670-2048

April 29, 2002

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/03/02--01013--024
***133.75 ***133.75

Re: Articles of Incorporation for Rilobel USA, LLC

Dear Sir or Madam:

Enclosed please find in duplicate, the Articles of Organization of the following Limited Liability Company:

RILOBEL USA, LLC

Please return a certified copy of said Articles to our office. A check for \$133.75, covering the fees for the above is enclosed.

If you have any questions, please contact me at (305) 670-8200.

Sincerely,

KENNETH F. DARROW, P.A.

By: 
Kenneth F. Darrow

KFD/cm

Enclosures

cc: Rilobel USA, LLC

FILED
02 MAY -2 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Organization
of
RILOBEL USA, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the Limited Liability Company is **RILOBEL USA, LLC** (the "Company").

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Company is 400 Surfside Boulevard, Surfside, Florida 33154.

**ARTICLE III
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE IV
Management**

The Company shall be managed by the founding member or its appointee and the name and address of the founding member is:

**Rilobel, S.A.
c/o 400 Surfside Boulevard,
Surfside, Florida 33154**

**ARTICLE V
Admission of Additional Members**

The founding member or its appointee shall have the right to admit additional members as provided by the Florida Limited Liability Company Act.

**ARTICLE VI
Members Right to Continue Business**

The death, retirement, resignation, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on then

part of the members. The remaining members shall have the right to admit additional members, appoint a managing member, and appoint officers as provided by the Florida Limited Liability Company Act and the Operating Agreement of the Company.

 4/30/02

Kenneth F. Darrow
Authorized Representative
Managing Member

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **RILOBEL USA, LLC.**
2. The address of the registered agent and office is: **Kenneth F. Darrow, Esq., 9400 South Dadeland Boulevard, Penthouse 5, Miami, Florida 33156.**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as registered agent.


Kenneth F. Darrow

FILED
02 MAY -2 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA