

LAW OFFICES

KENNETH F. DARROW, P.A.

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

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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.

KFD/cm

Enclosures

cc: Rilobel USA, LLC

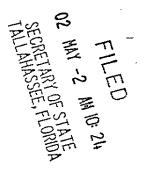
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SECRETARY OF STATE
TALLAHASSEE, FI OPINA



Articles of Organization of RILOBEL USA, LLC



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 Bouelvard, 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.

Kenneth F. Darrow

Authorized Representative

Managing Member

CERTIFIATE 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 statues relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as registered agent.

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