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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

EFFECTIVE DATE  
8-19-03

## LIMITED LIABILITY COMPANY

Florida USA & Partners LLC

Certificate of Status	1
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Page Count	04
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Florida USA & Partners LLC

### Article II. Address

The Company's street and mailing address is:  
Florida USA & Partners LLC  
777 NE 77th Terrace  
Miami FL 33138

**EFFECTIVE DATE**  
**8-19-03**

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

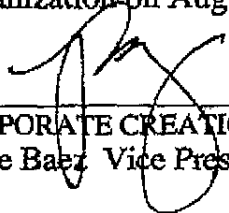
This will be a manager-managed company. The name and address of each manager is:

MARIE LUCE JOUGUET  
777 NE 77th Terrace Miami FL 33138  
JEAN CHRISTOPHE PELLETIER  
777 NE 77th Terrace Miami FL 33138

Article VI. Company Existence

The Company's existence shall begin effective as of August 19, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on August 19, 2003.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Taide Baez Vice President

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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TALLAHASSEE, FLORIDA

## STATEMENT OF REGISTERED AGENT


LIMITED LIABILITY COMPANY:

Florida USA & Partners LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
CORPORATE CREATIONS NETWORK INC.  
Taide Baez, Vice President

Date: August 19, 2003

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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