

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000039836
FILED 8:00 AM
October 17, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:

HI-TOPS USA, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

11419 LITTLE BEAR WAY
BOCA RATON, FL. US 33428

The mailing address of the Limited Liability Company is:

11419 LITTLE BEAR WAY
BOCA RATON, FL. US 33428

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

STEWART SEGLIN
20423 STATE ROAD 7
F6PMB290
BOCA RATON, FL. 33498

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

Registered Agent Signature: STEWART SEGLIN

Article V

The name and address of managing members/managers are:

Title: MGRM
HAROLD ROTHSTEIN
11419 LITTLE BEAR WAY
BOCA RATON, FL. 33428 US

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Article VI

The effective date for this Limited Liability Company shall be:

10/17/2003

Signature of member or an authorized representative of a member

Signature: HAROLD ROTHSTEIN