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(Address)

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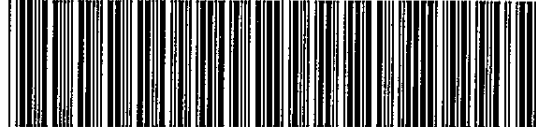
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[Signature]

**LAVIGNE, COTON & ASSOCIATES, P.A.**  
An International Law Firm

Florida Main Office  
7087 Grand National Drive, Suite 100  
Orlando, Florida 32819  
Tel: (407) 316-9988  
Fax: (407) 316-8820

Email: attylavign@aol.com

**JAMES R. LAVIGNE**  
Florida Bar Certified - International Law  
LL.M. - International Law  
London, England

**LUIS D. COTON**  
Board Certified  
Immigration & Nationality Law  
Se Habla Español

**SONA K. PATEL**  
Associate Attorney

January 30, 2004

**TRANSMITTAL LETTER  
FOR LIMITED LIABILITY COMPANY**

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

**SUBJECT: HEReward USA, LLC**

Enclosed is an original and one copy of the articles of organization and a check for:

       \$125  
Filing Fee  
and Registered Agent  
Designation

       \$130  
Filing Fee,  
Registered  
Agent Designation, and  
Certificate

       \$155  
Filing Fee,  
Registered  
Agent Designation and  
Certified Copy

☒ \$160  
Filing Fee,  
Registered  
Agent Designation, Certified  
Copy, and  
Certificate

From: James R. LaVigne  
Lavigne, Coton & Associates  
7087 Grand National Drive  
Suite 100  
Orlando, Florida 32819  
(407)316-9988 (phone)  
(407) 316-8820 (fax)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
HEREWARD USA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be HEREWARD USA, LLC ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 7087 Grand National Drive, Suite 100, Orlando, Florida 32819.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is James R. LaVigne, Esq., LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, Florida 32819.

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her

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SECRETARY OF STATE

interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

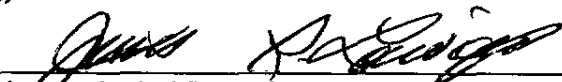
#### NAME

#### ADDRESS

John Huggins

c/o ANC Express  
ANC Lincolnshire  
Unit 7  
White Leather Square  
Billingborough, Sleaford  
Lincolnshire, NG34 0QP  
United Kingdom

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on 2nd day of February, 2004.

  
James R. LaVigne, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 2nd day of February, 2004 by  
James R. Lavigne

Kimberly A. Fooks

Notary Public - State of Florida/Commissioner for Oaths  
.....(name, typed or printed)..... Kimberly A. Fooks

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Personally Known ☒

OR

Produced Identification ☐

Type of Identification Produced .....

(Seal)

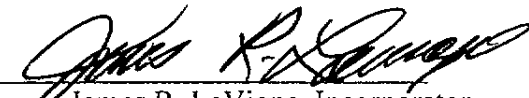


Kimberly A. Fooks  
MY COMMISSION # DD176686 EXPIRES  
January 19, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.

**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 SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:**

HEREWARD USA,LLC desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Orlando, Florida, has named James R. LaVigne, located at 7087 Grand National Drive, Suite 100, Orlando, Florida 32819, as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
James R. LaVigne, Incorporator

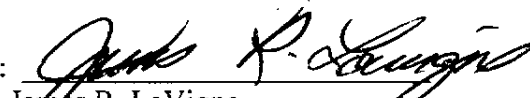
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
James R. LaVigne

DATE:

2-2-2004

EXHIBIT "A"

Member

John Huggins  
Megan Huggins

Initial Capital Contribution

\$45,000.00 Franchise for SGO  
\$30,000.00 Additional Franchise for SGO  
\$4,100.00 Rental  
\$15,000.00 Working Capital

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