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EFFECTIVE DATE  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY  
PERFORMANCE BAY, L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
PERFORMANCE BAY, L.L.C.

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of PERFORMANCE BAY, L.L.C. (the "Company"):

ARTICLE I

EFFECTIVE DATE

3-7-04

NAME

The name of the limited liability company is: PERFORMANCE BAY, L.L.C.

ARTICLE II

DURATION

The duration of the Company will be perpetual.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the Company is Sheridan Street, Second Floor, Hollywood, Florida 33021.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Charles S. Serfaty, Esq., 4340 Sheridan Street, Second Floor, Hollywood, Florida 33021.

CHARLES S. SERFATY, P.A.  
4340 Sheridan Street, 2<sup>nd</sup> Floor  
Hollywood, Florida 33021  
954-894-9449  
Florida Bar No.: 821 837

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ARTICLE V  
MANAGEMENT

The Company will be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial manager, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follows:

CHARLES S. SERFATY  
4340 Sheridan Street  
Second Floor  
Hollywood, Florida 33021

BENJAMIN J. DICHTER  
6 Citation Drive  
Toronto, Ontario, Canada M2K 1S4

ILAN BARDA  
250 Heath Street West  
Suite # 205  
Toronto, Ontario, Canada M5P 3L4

JASON SILVERBERG  
124 Lyndhurst Avenue  
Toronto, Ontario, Canada M5R 2Z9

ARTICLE VI  
ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members by the unanimous vote of the members of the Company and conditions of the admission of new members shall be governed by the Company's regulations.

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ARTICLE VII

MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Company.

ARTICLE VIII

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Company and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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ARTICLE IX

EFFECTIVE DATE

Pursuant to Section 608.409 of the Act, these Articles of Organization and the existence of the Company shall become effective on March 2, 2004.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Registered Agent of the Company as of March 2, 2004.

MEMBERS:

  
CHARLES S. SERFATY, ESQ.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PERFORMANCE BAY, L.L.C. in the foregoing Articles of Organization, I, Charles S. Serfaty, Esq., hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

  
CHARLES S. SERFATY, ESQ.

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