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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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EFFECTIVE DATE

04/09/04

LIMITED LIABILITY COMPANY

key largo usa, L.L.C.

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DIVISION OF CORPORATION

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

KEY LARGO USA, 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 KEY LARGO USA, L.L.C. (the "Company"):

ARTICLE I

NAME

The name of the limited liability company is: KEY LARGO USA, L.L.C.

EFFECTIVE DATE

04/09/04

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 4340 Sheridan Street, Second Floor, Hollywood, Florida 33021.

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.

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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 managers, 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:

YOSSI BENHAIM
4340 Sheridan Street
Second Floor
Hollywood, Florida 33021

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.

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.

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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.

ARTICLE IX

ORGANIZER

The name and street address of the person signing these Articles as organizer is:

Charles S. Serfaty, Esq.
4340 Sheridan Street
Second Floor
Hollywood, FL 33021

TOTAL P. 05

ARTICLE X

EFFECTIVE DATE


Pursuant to Section 608.409 of the Act, these Articles of Organization and the existence of the Company shall become effective on April 9, 2004.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Organizer of the Company as of April 9, 2004.


CHARLES S. SERFATY
Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for KEY LARGO USA, 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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