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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFIED MAIL**

May 14, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Organization of W&W USA, LLC

Gentlemen:

Enclosed you will find original and one (1) copy of Articles of Organization for the above referenced corporation together with a check in the amount of \$155.00 representing the filing fee. Please file and return a certified copy to us at the above address.

If you have any questions, please feel free to call me.

Very truly yours,

Robert S. Wise, P.A.

By: 

Certified Mail, Return Receipt Requested No.: 7003 1010 0002 7499 1189

RSW/dg  
Enclosures

**ARTICLES OF ORGANIZATION**

**OF**

**W&W USA, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of this limited liability company (the "Company") shall be:

W&W USA, LLC

**ARTICLE II**

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

12855 Sanctuary Cove Drive #2123  
Temple Terrace, FL 33637

**ARTICLE III**

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 12855 Sanctuary Cove Drive, #2123, Temple Terrace, FL 33637, and the initial registered agent of the Company at such office shall be Sean Donovan. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV**

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

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**ARTICLE V**

Management of the Company


The management of the Company shall be vested in its members. Accordingly, the Company shall be a member-managed company.

**ARTICLE VI**

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

  
SEAN DONOVAN, Authorized Representative

W&W USA, LLC

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 14<sup>th</sup> day of May, 2004.

  
SEAN DONOVAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA