

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

L04000043202
FILED 8:00 AM
June 09, 2004
Sec. Of State
Irrivers

Article I

The name of the Limited Liability Company is:
MOTHER USA, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
C/O JADE ASSOCIATES
1111 BRICKELL AVE, 11TH FLOOR
MIAMI, FL. US 33131

The mailing address of the Limited Liability Company is:
C/O JADE ASSOCIATES
1111 BRICKELL AVE, 11TH FLOOR
MIAMI, FL. US 33131

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:
GLENN M COOPER ESQ.
1560 SAWGRASS CORPORATE PARKWAY
4TH FLOOR
SUNRISE, FL. 33323

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: GLENN M. COOPER

Article V

The name and address of managing members/managers are:

Title: MGR
JACQUES FRIDMAN
100 NORTH BISCAYNE BLVD., SUITE 2904
MIAMI, FL. 33132 US

Title: MGR
CECILE A MADELENAT
C/O JADE ASSOC, 1111 BRICKELL AVE, 11TH FL
MIAMI, FL. 33131 US

Signature of member or an authorized representative of a member

Signature: GLENN M. COOPER

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