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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

OPACMARE USA, LLC

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
OPACMARE USA, LLC**

The undersigned, being a duly authorized representative of the sole member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is OPACMARE USA, LLC (the "Limited Liability Company").

ARTICLE II

ADDRESS

The principal office address of the Company is:

Corso Peschiera 164,
10138 Torino, ITALY

The mailing office address of the Company is:

701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE III

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Member of the Company.

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Member or the Manager(s) may also appoint officers in accordance with the Company's Operating Agreement. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement or (ii) by the written agreement of a majority of the ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17 day of September 2004.



Marco Ferri
Duly Authorized Representative of the
Sole Member

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RECORDING & SIGNATURE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for OPACMARE USA, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 17 day of September 2004.

INTRASTATE REGISTERED AGENT CORPORATION

By: Michael A. Silva
Name: Michael A. Silva
Title: Vice President

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