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LIMITED LIABILITY COMPANY

toolsie persaud usa, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
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J. BRYAN NOV - 9 2004

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ARTICLES OF ORGANIZATION

OF

TOOLSIE PERSAUD USA, LLC.

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes §608.411(3).

ARTICLE I
NAME

The name of the limited liability company shall be TOOLSIE PERSAUD USA, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 9605 N.W. 52nd Manor, Coral Springs, FL 33076.

ARTICLE III
DURATION

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is as follows:

Barry Lieber, Attorney at Law, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company

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and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. The name and address of the initial members of the Company and their corresponding "Membership Interest" percentages, as defined in Florida Statutes §608.402(23), are as follows:

<u>Member Name</u>	<u>Membership Interest Percentage</u>
Toolsie Persaud Lots 1-4 & 10-12 Lombard St. Georgetown, Guyana	51%
Vinod Persaud 9605 N.W. 52 nd Manor Coral Springs, FL 33076	49%

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ARTICLE VI MANAGEMENT

The Company shall be a member-managed company as provided in Florida Statutes, §608.422, and shall be managed by the members in accordance with Florida law and the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. Set forth below are the names of the initial Managing Members of the Company:

<u>Managing Member Name</u>	<u>Managing Member Name</u>
Vinod Persaud 9605 N.W. 52 nd Manor Coral Springs, FL 33076	Shankar Persaud 9605 N.W. 52 nd Manor Coral Springs, FL 33076


ARTICLE VII INDEMNIFICATION

To the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other final adjudication adverse to such

manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this the 31 day of October 2004.

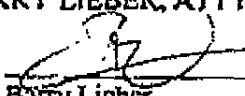
Attest:



Barry Lieber,
Secretary of Organizer

BARRY LIEBER, ATTY AT LAW, P.A.

By:



Barry Lieber,
President of Organizer

Barry Lieber, Attorney at Law, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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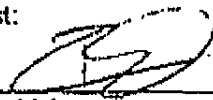
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Section 608.415, the following is submitted:

TOOLSIE PERSAUD USA, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

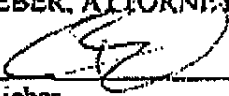
Dated: October 31, 2004

Attest:



Barry Lieber,
Secretary of Organizer

BARRY LIEBER, ATTORNEY AT LAW, P.A.

By: 

Barry Lieber,
President of Organizer

Barry Lieber Attorney at Law, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

TOOLSIE PERSAUD USA, LLC

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: October 31, 2004

Attest:



Barry Lieber,
Secretary of Registered Agent

BARRY LIEBER, ATTORNEY AT LAW, P.A.

By: 

Barry Lieber,
President of Registered Agent

Barry Lieber, Attorney at Law, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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