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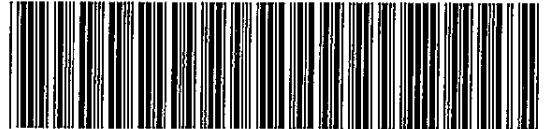
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 340589 4144A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 155.00

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05 APR 27 AM 7:23  
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TALLAHASSEE, FLORIDA

ORDER DATE : April 27, 2005

ORDER TIME : 4:05 PM

ORDER NO. : 340589-005

CUSTOMER NO: 4144A

CUSTOMER: Ms Mati Infante  
Holland & Knight LLP

Suite 3000  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: D GROUP NORTH AMERICA, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
D GROUP NORTH AMERICA, LLC**

The undersigned, being a duly authorized representative of the 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 D GROUP NORTH AMERICA, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

216 East 75<sup>th</sup> Street PW  
New York, NY 10021

The mailing office address of the Company is:

216 East 75<sup>th</sup> Street PW  
New York, NY 10021

**ARTICLE III**

**MANAGEMENT**

The Company is to be managed by one or more members and is, therefore, a member-managed company.

**ARTICLE IV**

**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,

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unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest.

## **ARTICLE V**

### **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 VI**

### **ADDITIONAL MEMBERS**

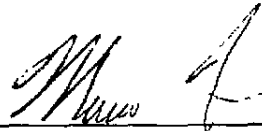
Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

## **ARTICLE VII**

### **REGISTERED AGENT AND OFFICE**

The Company designates 1201 HayS Street, Tallahassee, Florida 32301 as the street address of the initial registered office of the Company and names The Corporation Service Company ("CSC") as the Company's initial registered agent at that address to accept service of process within this state.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 27th day of April, 2005.




\_\_\_\_\_  
Marco Ferri  
Duly Authorized Representative of a  
Member

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for D GROUP NORTH AMERICA, 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 27th day of April, 2005.

Corporation Service Company

By:   
Name: Jeanine Reynolds  
Title: as its agent

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