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From: Account Name : FERNAND LAMOTHE, INC.
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DIVISION OF CORPORATION

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CHADWELL AMERICA LLC

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ARTICLES OF ORGANIZATION
OF

CHADWELL AMERICA LLC.

The undersigned incorporator, for the purposes of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

ARTICLE I NAME

The name of the Limited Liability Company shall be "CHADWELL AMERICA LLC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company is 2800 w Oakland Park Blvd. Suite 101, Fort Lauderdale, FL 33311

ARTICLE III EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Fernand Lamothe
Chartered Accountant
879 NW 110th Terrace
Plantation, FL 33324
(866) 829-6869

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ARTICLE V PURPOSES AND POWERS

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Fernand Lamothe, Chartered Accountant, 879 NW 110th Terrace, Plantation, FL 33324

ARTICLE VII MANAGEMENT

The Manager of the Company shall be:

Operating Manager: CHADWELL MANAGEMENT INC.
2800 W. Oakland Park Blvd. Suite 101,
Fort Lauderdale, Florida, 33311.

The Company is a manager-managed company.

ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). A member may transfer his or her interest in the Company as set forth in the regulations 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 the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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ARTICLE X MEMBERS

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

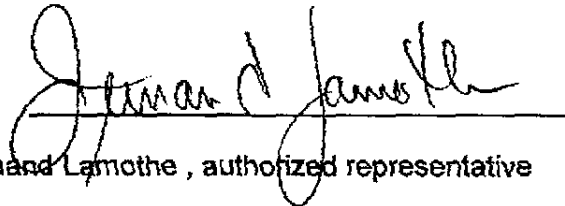
Chadwell International Group LLC 95%
2800 W Oakland Park Blvd.
Suite 101, Fort Lauderdale, FL.
33311

Chadwell Management Inc. 5%
2800 W Oakland Park Blvd.
Suite 101, Fort Lauderdale, FL.
33311

ARTICLE XI CLASSIFICATION

It is the intent of the members that the Company be classified as a partnership for federal income tax purpose.

The undersigned has executed these Articles of Organization this 16th day of January, 2006.



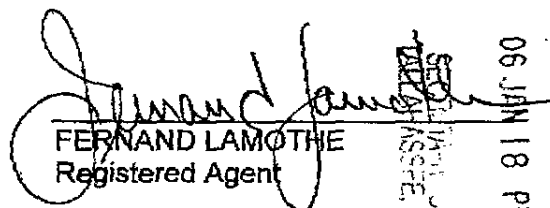
Fernand Lamothe , authorized representative

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Company, at the place designated in its Articles of Organization, I agree to act in this capacity and to comply with the provisions of Section 807.0505 of the Florida Statutes.

Dated: January 16, 2006



FERNAND LAMOTHE
Registered Agent

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