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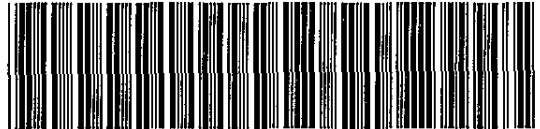
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE
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SUPREME COURT

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Merco USA, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☒ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

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Name

Date

Time

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**ARTICLES OF ORGANIZATION
OF
MERCCO USA, LLC**

**ARTICLE I
Name**

The name of the limited liability company is MERCCO USA, LLC (hereinafter called the "Company").

**ARTICLE II
Duration**

The existence of the Company shall be perpetual.

**ARTICLE III
Principal Office**

The mailing address and the street address of the principal office shall be c/o Mark Lawrence, Esq., 801 Brickell Ave., Suite 900, Miami, Florida 33131.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida, Mark Lawrence, Esq., 801 Brickell Ave., Suite 900, Miami, Florida 33131, County of Miami-Dade, and the name of its initial registered agent at such office is Mark Lawrence .

**ARTICLE V
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning 100% of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning 100 % of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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ARTICLE VI
Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company's initial manager and his address is: Serkan Lacin, Manager, 3011 Greene Street, Hollywood, FL 33020

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned being one of the original members of the Company, hereby certifies that the foregoing constitutes the Certificate of Organization of MERCCO USA, LLC

Executed by the undersigned at Miami, Florida, this 20th day of April, 2006

MERCCO USA, LLC

By: Mark Lawrence
Mark Lawrence,
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of MERCCO USA, LLC hereby accepts such designation and is familiar with, and accepts, the obligations of such position.

By: Mark Lawrence
Mark Lawrence, Registered Agent

April 20, 2006