

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000054149
FILED 8:00 AM
May 25, 2006
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:
CARTHAGO USA LLC

Article II

The street address of the principal office of the Limited Liability Company is:
5437 N. FEDERAL HIGHWAY
FORT LAUDERDALE, FL. 33308

The mailing address of the Limited Liability Company is:
700 E. DANIA BEACH BOULEVARD
SUITE 202
DANIA, FL. 33004

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
BARTHE & LEIGH LLP
2455 E. SUNRISE BOULEVARD
SUITE 602
FORT LAUDERDALE, FL. 33304

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: FREDERIC BARTHE

Article V

The name and address of managing members/managers are:

Title: MGR
THIERRY NACCACHE
5437 N. FEDERAL HIGHWAY
FORT LAUDERDALE, FL. 33308

Title: MGR
JARROD MALLORY
5437 N. FEDERAL HIGHWAY
FORT LAUDERDALE, FL. 33308

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Article VI

The effective date for this Limited Liability Company shall be:

05/25/2006

Signature of member or an authorized representative of a member

Signature: FREDERIC BARTHE