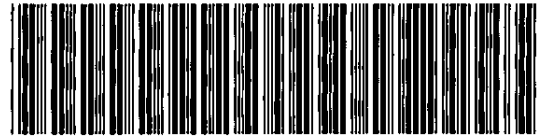


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June 30, 2006

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- Certificate of Good Standing
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X Conversion

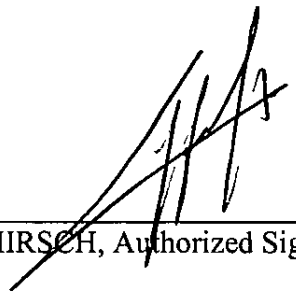
**CERTIFICATE OF CONVERSION  
FOR "OTHER BUSINESS ENTITY" INTO  
FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with F.S. 608.439:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: BENSIMON TRADING LIMITED.
2. The "Other Business Entity" is a foreign partnership, first organized under the laws of the British Virgin Islands on November 11, 2004.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: BENSIMON TRADING, LLC.

Signed this 12<sup>th</sup> day of June, 2006.

  
\_\_\_\_\_  
EDUARDO HIRSCH, Authorized Signatory

**ARTICLES OF ORGANIZATION OF**  
**BENSIMON TRADING, LLC**

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**ARTICLE I**  
**NAME**

The name of this Limited Liability Company shall be BENSIMON TRADING, LLC (the "Company").

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 6622 Nature Preserve Court, Naples, Florida 34109, and such other place or places as the members from time to time may determine. The mailing address of the Company is 6622 Nature Preserve Court, Naples, Florida 34109..

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

**ARTICLE IV**  
**MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the managers who will serve as managers until the first annual meeting of members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law are:

Eduardo Hirsch  
6622 Nature Preserve Court  
Naples, Florida 34109

Beatriz Nucci  
3767 Pine Lake Drive  
Weston, FL 33332

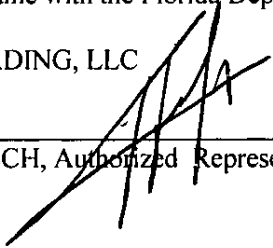
ARTICLE V  
PURPOSE OF THE COMPANY

This Limited Liability 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.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 24<sup>th</sup> day of June, 2006, effective upon filing same with the Florida Department of State.

BENSIMON TRADING, LLC

BY:

  
\_\_\_\_\_  
EDUARDO HIRSCH, Authorized Representative

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the Limited Liability Company is:

BENSIMON TRADING, LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.  
1500 San Remo Avenue, Suite 125  
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 

\_\_\_\_\_  
Jose L. Nuñez, Vice President

Date: June 22, 2006