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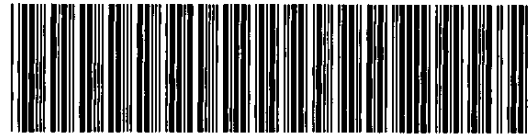
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

106-69708

OK



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 5, 2006

RICHARD KROOP
800 WEST AVENUE, SUITE C-1
MIAMI BEACH, FL 33139

SUBJECT: PENDULUM USA, LLC
Ref. Number: W06000029939

We have received your document for PENDULUM USA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 506A00043561

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LAW OFFICES
KROOP & SCHEINBERG, P.A.
SOUTH BAY CLUB • SUITE C-1
800 WEST AVENUE
MIAMI BEACH, FLORIDA 33139

RICHARD I. KROOP
ALSO ADMITTED IN COLORADO

BRUCE J. SCHEINBERG
CERTIFIED FAMILY MEDIATOR
COUNTY CIVIL COURT MEDIATOR

AREA CODE 305
538-7575

FAX
AREA CODE 305
538-4676

June 26, 2006

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Organization
Pendulum USA, LLC

Gentlemen:

Enclosed herein please find an original and one copy of the Articles of Organization of the above named corporation to be filed in your office, together with my check in the sum of \$125.00 for the cost of same.

Kindly return one conformed copy of the Articles directly to this office.

Thank you for the courtesies extended, I remain

Very truly yours,

KROOP & SCHEINBERG, P.A.

By: 
Richard I. Kroop

RIK:bg
Encls.

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TALLAHASSEE, FLORIDA

Enclosed for the Department of State are the following:

1. Original and one copy of the Articles of Organization of Pendulum USA, LLC.

2. Check for the cost of filing, \$125.00.

3. Original and one copy of the Certificate of Incorporation of Pendulum USA, LLC.

ARTICLES OF ORGANIZATION

OF

PENDULUM USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be PENDULUM USA, LLC.

ARTICLE II: PURPOSE

The purpose for which this Limited Liability Company is organized to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Company is 169 West Flagler Street, Miami Florida 33130.

ARTICLE IV: TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

ARTICLE V: REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of the Company in the State of Florida is Richard I. Kroop Esq. 800 West Avenue, Suite C-1, Miami Beach, Florida, 33139.

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TALLAHASSEE, FLORIDA

ARTICLE VI: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted 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.

ARTICLE VII: ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is: MARCO DAMM

8911 Collins Ave. #302


Surfside, Florida, 33154

IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 23 day of JUNE, 2006.


MARCO DAMM

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 23 day of JUNE, 2006, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MARCO DAMM, known to me to be the person described herein and who executed the foregoing instrument, who acknowledged before me that she executed the same, who is () personally known to me, or () who has produced _____ as identification, and who did take an oath.

NOTARY PUBLIC-STATE OF FLORIDA
 Betty Goldman
Commission #DD396926
Expires: MAR. 27, 2009
Bonded Thru Atlantic Bonding Co., Inc.


Notary Public, State of Florida

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SECRETARY OF STATE

REGISTERED AGENT'S ACCEPTANCE

The undersigned, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.


(Name) RICHARD J. KROOP

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TALLAHASSEE, FLORIDA

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