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From:

Paul P. Senterfitt, Esq.
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BINDA USA RETAIL, LLC

Certificate of Status	0
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October 30, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AKERMAN, SENTERFITT

SUBJECT: BINDA USA RETAIL, LLC
REF: W06000047342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A limited liability company may not serve as its own registered agent. Please designate an individual or an active entity, with a Florida street address. A post office box is not acceptable.

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

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**ARTICLES OF ORGANIZATION
OF
BINDA USA RETAIL, LLC
(a Florida limited liability company)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company is: **BINDA USA RETAIL, LLC.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is: **18851 NE 29th Avenue, Suite 1000, Aventura, Florida 33180.**

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Department of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by one or more Managers and is, therefore, a manager - managed company.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the limited liability company's initial registered agent is **18851 NE 29th Avenue, Suite 1000, Aventura, Florida 33180.** The name of the limited liability company's initial registered agent at that office is **BINDA USA LLC.**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this _____ day of _____, 2006.

By: Joanne Tedone
Joanne Tedone, Authorized Representative

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, as amended from time to time, the undersigned submits the following statement in accepting the designation as registered agent of **BINDA USA LLC**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of _____, 2006.

BINDA USA LLC

By: _____

Joanne Tedone
Joanne Tedone, Authorized Representative

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TALLAHASSEE, FLORIDA