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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORAF LAL

# CAPITAL CONNECTION, INC.

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

USA-Performance, LLC

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

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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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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
"USA-PERFORMANCE, LLC",  
a Florida Limited Liability Company**

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be USA-PERFORMANCE, LLC (hereafter also referred to as the "Company").

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date of filing, and shall exist in perpetuity commencing with the acceptance for filing of these Articles by the Florida Department of State.

**ARTICLE III  
PURPOSE**

The Company is created in order to provide management consulting, and to engage in any other businesses as permitted by law.

**ARTICLE IV  
PLACE OF BUSINESS, REGISTERED OFFICE, and MAILING ADDRESS**

The principal place of business of the Company shall be 50 Ocean Lane Drive, Unit 302, Key Biscayne, FL 33149, and such other place or places as the Members from may determine from time to time.

The registered office of the Company shall be c/o Theodore M. Goldberg, 3250 Mary Street, Suite 303, Coconut Grove, FL 33133, and such other place or places as the Members may determine from time to time.

The mailing address of the Company shall be 50 Ocean Lane Drive, Unit 302, Key Biscayne, FL 33149, and such other place or places as the Members may determine from time to time.

**ARTICLE V  
INITIAL MEMBERS**

The initial members of the Company (the "Members") are:

(1) Franck J. Janet      50 Ocean Lane Drive, Unit 302, Key Biscayne, FL 33149;

(2) Paul Philippe      123 Rue Saint Charles, 75015 Paris, France

**ARTICLE VI  
MANAGEMENT OF BUSINESS**

This Company shall be "Manager" managed. Except as otherwise provided in these Articles of Organization, all Members shall have equal rights in the management or conduct of the

55 Company, pursuant to specific rules regarding rights and duties of Members enumerated in the  
56 regulations or Operating Agreement of the Company (the "Regulations"), which are incorporated  
57 by reference. Decisions, unless otherwise provided, shall be by majority vote, each Member  
58 having a vote proportionate to its interest in the Company. The Members may from time to time  
59 elect one or more Managers of the Company to conduct the business affairs of the Company.  
60

61 The Managers may be Members or non-Members. If any Member is a corporation, a  
62 Manager need not be an officer, director or shareholder of any such corporation.  
63

64  
65 **ARTICLE VII**  
66 **MANAGERS**  
67

68 The Member or Members, by simple majority, may elect at least one Manager. The initial  
69 Manager elected by the Members is:

70  
71 1. Franck J. Janet 50 Ocean Lane Drive, Unit 302, Key Biscayne, FL 33149  
72

73 The Manager (s) so elected shall perform the duties and responsibilities fixed by the  
74 Regulations and shall serve until their respective successors are chosen.  
75

76 The Manager(s) of the Company are authorized, empowered and directed by the  
77 Members, having so elected, to manage the business affairs of the Company. Contracts, deeds,  
78 documents and instruments may be executed by the Managers, on behalf of the Members.  
79

80 **ARTICLE VIII**  
81 **REGISTERED AGENT**  
82

83 The initial Registered Agent of the Company shall be Theodore M. Goldberg, Esq., 3250  
84 Mary Street, Suite 303, Coconut Grove, FL 33133.  
85

86 IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization  
87 on the 21<sup>st</sup> of August, 2007.  
88

89 Member: 

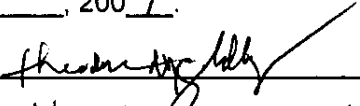
90 FRANCK J JANET

91 (insert printed name)  
92  
93

94 **ACCEPTANCE OF RESIDENT AGENT**  
95

96 The undersigned, Theodore M. Goldberg, Esq. of 3250 Mary Street, Suite 303, Coconut Grove, FL  
97 33133, having been named as the Resident Agent of the Company, to accept service of process within  
98 the State of Florida for the Company at the place designated above, hereby agrees to act in this capacity  
99 and agrees to comply with the provisions of all statutes relative to the proper and complete performance  
100 of his duties.  
101

102 Signed this 21<sup>st</sup> day of August, 2007.  
103

104   
105 theodore m. Goldberg  
106 (Print name here)  
107