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# LaVigne, Coton & Associates, P.A.

AN INTERNATIONAL LAW FIRM

Grand National Plaza • 7087 Grand National Drive Suite 100 • Orlando, Florida 32819  
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## Partners

**James R. LaVigne**  
Florida Bar Certified – International Law  
LL.M – International Law  
London, England

**Luis D. Coton**  
Retired

## Associates

**Joseph B. McFarland, M.A., LL.M**  
Member: Florida & New York Bars  
deutsch, español, français

**Andrea B. Slusser, JD**  
Member: North Carolina Bar  
Se habla español

April 17, 2008

Office of the Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

## **Re: Articles of Organization for P. Earl USA, LLC**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization and Designation of Resident Agent for P. Earl USA, LLC.

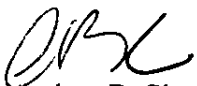
Also enclosed is a check in the amount of \$155.00 to cover the charter tax, filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

James R. LaVigne, Esq.  
LaVigne, Coton & Associates, P.A.  
7087 Grand National Drive, Suite 100  
Orlando, Florida 32819

Your attention to this matter is most appreciated.

Sincerely,



Andrea B. Slusser, Esq.  
For LaVigne, Coton & Associates, P.A.

# Articles of Organization

of

P. Earl USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

## ARTICLE I

### NAME

The name of the limited liability company shall be P. Earl USA, LLC.

## ARTICLE II

### ADDRESS

The mailing address and street address of the principal office of the company shall be 7087 Grand National Drive, Suite 100, Orlando, FL 32819.

## ARTICLE III

### DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

## ARTICLE IV

### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Joseph B. McFarland, Esquire, LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, Florida 32819.

## ARTICLE V

### CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as set forth in the Operating Agreement.

## ARTICLE VI

### ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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ARTICLE VII  
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

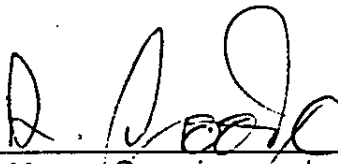
ARTICLE VIII  
TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

The company shall be managed by the members in accordance with regulations adopted by the members 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. The names and address of the members of the company are

NAME	ADDRESS
Robert Moore	
Louise Moore	

IN WITNESS WHEREOF, the undersigned organizer, pursuant to Section 608.407, Florida Statutes, has made and subscribed these articles of organization at Orlando, on 15<sup>th</sup> day of April, 2008.

  
\_\_\_\_\_  
Robert Moore, Organizer and authorized  
representative of P. Earl USA, LLC

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 15 day of April, 2008 by Robert Moore

  
Notary Public -- State of Florida



Produced Identification X

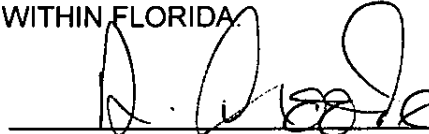
Type of Identification Produced British Passport

(Seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, THE FOLLOWING IS SUBMITTED:**

Robert Moore, desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Orlando, Florida, has named Joseph B. McFarland, located at LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, FL 32819, as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
\_\_\_\_\_

DATE:

4 15, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR BY FLORIDA LAW, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
Joseph B. McFarland, Esquire

DATE:

April 15, 2008