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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

JEFFREY HOLDINGS USA, LLC

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G. MCLEOD

MAY 30 2008

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
JEFFREY HOLDINGS USA, LLC**

The undersigned Organizers of a limited liability company organized under the Florida Limited Liability Company Act does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Jeffrey Holdings USA, LLC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 27 Fletcher Avenue, Sarasota, Florida 34237. The initial registered agent at such address is David Pinkelstein.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the limited liability company is 660-330 St. Mary Avenue, Winnipeg, Manitoba, Canada R3c-325.

ARTICLE IV

PERIOD OF DURATION

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall continue for a period of 30 years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

ARTICLE V

WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the members of the limited liability company, and any amendments or reinstatements thereof shall be in writing. No oral agreement among any members or managers of the limited liability company shall be deemed or construed to constitute any portion of it, or otherwise affect the interpretation of, any written operating agreement of the limited liability company in existence and as amended from time to time.

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ARTICLE VI

MANAGEMENT

The business and affairs of the limited liability company shall be governed by members in the manner and subject to the limitations set forth in an operating agreement. The address of the member is as follows: Jeffrey Enterprises, Ltd. (A Manitoba, Canada Limited Liability Company). The actions of a member, manager, or any other person acting in any capacity other than as a manager of the limited liability company in accordance with the terms of its operating agreement shall not bind the limited liability company.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company only upon unanimous consent of the members.

ARTICLE VIII

CONTINUATION AFTER DISASSOCIATION OF A MEMBER

If there is more than one more and one of the members disassociates themselves from the limited liability company, the limited liability company will continue to exist if the remaining members agree by majority vote to continue the company.

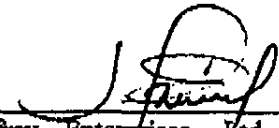
ARTICLE IX

CAPITALIZATION

The following cash and/or property was or will be contributed by the following members:

Jeffrey Enterprises, Ltd. (A Manitoba, Canada Limited Liability Company) \$1000

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 27th day of May, 2008.



Jeffrey Enterprises, Ltd. (A Manitoba, Canada Limited Liability Company), by Jeffrey Shwaid, as its President. Jeffrey Enterprises, Ltd. is the Organizer of Jeffrey Holdings USA, LLC.

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PROVINCE OF MANITOBA)
City) ss:
DISTRICT OF Winnipeg)

The foregoing instrument was acknowledged before me this 2nd day of May, 2008
by Jeffrey Shwaid, who is personally known to me, or who has produced
Manitoba Drivers License as identification.
number SH-WA-8J-5365K
with photo

MARTIN BRENEHRANTZ
A Notary Public
in and for the Province of Manitoba
7th Floor, 800 St. Mary Avenue
Winnipeg, Manitoba R2P 6Z9


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**

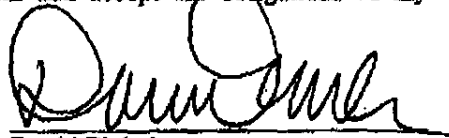
In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Jeffrey Holdings USA, LLC, desiring to organize and qualify under the laws of the State of Florida has named David Finkelstein, 27 Fletcher Avenue, Sarasota, Florida 34237 as its agent to accept service of process within Florida.



Jeffrey Shwaid, as President of Jeffrey Enterprises, Ltd. (A Manitoba, Canada Limited Liability Company), which is the Incorporator of this LLC.

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David Finkelstein, Registered Agent

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