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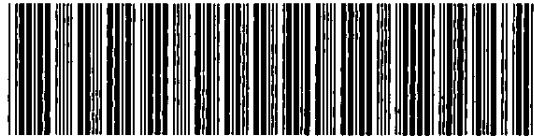
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August 13, 2008

VIA FEDERAL EXPRESS  
AWB# 7911 2051 1672

**Florida Department of State**  
Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32399

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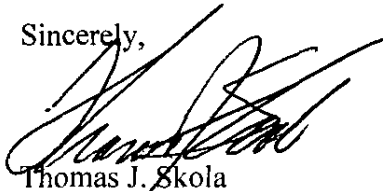
**Re: Sapaix USA LLC**

Dear Sirs:

Enclosed are the Articles of Organization for **Sapaix USA LLC**, a Florida limited liability company and our check in the amount of \$155.00.

Your prompt return of the certified copy of these Articles of Organization to my attention at the above address will be appreciated.

Sincerely,



Thomas J. Skola

TJS/sdr  
Enclosure

# Articles of Organization for Sapaix USA LLC

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "Sapaix USA LLC" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

3525 Glencoe Street  
Miami, Florida 33133

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

Thomas J. Skola, Esq.  
100 Southeast Second Street, Suite 3300  
Miami, FL 33131-2148

The address of its registered office is:

100 Southeast Second Street, Suite 3300  
Miami, FL 33131-2148

6. **Capitalization.** The capital contributions of its members have a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Michel Guay  
3525 Glencoe Street  
Miami, FL 33133

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11. **Initial Members.** The names and addresses of the initial members of the Company are as follows:

- A. Sutol corporation  
3525 Glencoe Street  
Miami, FL 33133
- B. Frami corp.  
c/o Corporation Service Company  
2711 Centerville Road  
Suite 400  
Wilmington, DE 19808
- C. Brigitte A. Le Chanjour  
3525 Glencoe Street  
Miami, FL 33133
- D. Michel Guay  
3525 Glencoe Street  
Miami, FL 33133

Dated this 13th day of August, 2008

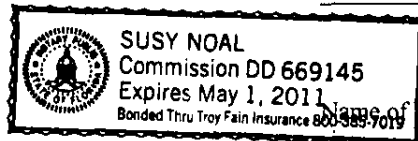
Thomas J. Skola, Esq.,

as the authorized representative  
of the initial members

State of Florida )  
 ) ss  
County of Miami-Dade )

The foregoing Articles of Organization were acknowledged before me on this 13<sup>th</sup> day of August, 2008, by Thomas J. Skola, Esq., as the authorized representative of the initial members, who has produced his passport for identification.

My Commission expires:



Notary Public

Name of Notary: Susy Noal

**Consent to Appointment as Registered Agent**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, F.S.

Thomas J. Skola, as Registered Agent

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