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S. HAWKES

DEC 3 0 2008

EXAMINER

**ARTICLES OF ORGANIZATION
OF
LUCRE ENTERPRISES USA, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act" or the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name

The name of the limited liability company is LUCRE ENTERPRISES USA, LLC (hereinafter referred to as the "Company").

2. Period of Duration

The period of duration of the Company shall be from the date of filing of these Articles of Organization until the first to occur of the following:

- a) the date that is twenty-five (25) years from the date of filing of these Articles of Organization with the Florida Department of State;
- b) dissolution of the Company under the provisions of the written operating agreement signed by all the members as then in effect (the "Operating Agreement"), or as required under the Act; or
- c) on mutual written agreement of a majority in capital interest of the members.

3. Purposes

The purposes for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business

The mailing address of the Company is 12324 NW 26th Street, Coral Springs, FL 33065, and the street address of the place of business for the Company is the same. These addresses may be changed from time to time as provided in the Operating Agreement.

5. **Registered Agent**

The initial registered agent in Florida for the Company is Dorelle Norlin and the initial registered office is located at 12324 NW 26th Street, Coral Springs, FL 33065.

6. **Capital Contributions**

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. **Members**

The Company shall have at least two (2) members initially and may admit additional members on the prior unanimous written agreement of the then-existing members or as otherwise provided in the Operating Agreement.

8. **Continuity of Business**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, of all the remaining members would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. **Management**

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority in interest in the Company.

10. **Indemnification**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

FILED
08 DEC 24
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

Executed at Coral Springs, Florida, on this 23 day of December, 2008.

LUCRE ENTERPRISES USA, LLC
a Florida limited liability company

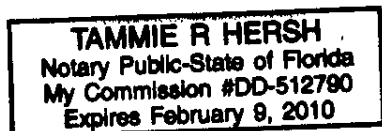
By: Dorelle Norlin
Dorelle Norlin, Member

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STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on the 23 day of December, 2008, by DORELLE NORLIN as Member of LUCRE ENTERPRISES USA, LLC, who ☐ is personally known to me or who ☒ produced a current valid Florida driver's license/ID card as identification.

SEAL



Bonded Thru Notary Public Underwriters

Tammie R. Hersh
Notary Public - State of Florida

Name (typed or printed) Tammie R. Hersh

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted;

LUCRE ENTERPRISES USA, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 12324 NW 26th Street, Coral Springs, FL 33065, has named DORELLE NORLIN located at 12324 NW 26th Street, Coral Springs, FL 33065, as its agent to accept service of process within the State of Florida.

Dated this 23 day of December, 2008.

LUCRE ENTERPRISES USA, LLC

By: Dorelle Norlin
Dorelle Norlin, Member

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

Having been named the agent to accept service of process for the above limited liability company at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dorelle Norlin
Dorelle Norlin, as Registered Agent