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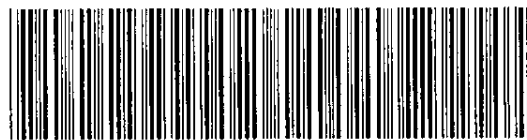
OVA 0002 8378

EFFECTIVE DATE 12/3/2010

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# LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Omnia USA L.L.C. EFFECTIVE DATE 12/3/2010  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

EFFECTIVE DATE 12/3/2010

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
OMNIA USA L.L.C.**

*The undersigned , under the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do set forth the following:*

**ARTICLE I**

**NAME:**

*The name of this Limited Liability Company is:*  
**OMNIA USA L.L.C.**

**ARTICLE II**

**DURATION**

*Unless earlier terminated under the law or the Operating Agreement, the duration of the Limited Liability Company shall be perpetual.*

**ARTICLE III**

**PURPOSE**

*The Limited Liability Company is organized to engage in any and all business permitted under the laws of the State of Florida.*

**ARTICLE IV**

**ADDRESS OF PRINCIPAL OFFICE**

*The principal place of business and mailing address of this Limited Liability Company shall be:*

**6355 NW 36 ST Suite 407  
Virginia Gardens , FL 33166**

**ARTICLE V**

**REGISTERED AGENT AND OFFICE:**

*This initial Registered Agent and the principal address of the initial Registered Office of this Limited Liability Company shall be:*

**TOTAL CORPORATION SERVICES, INC.  
6355 NW 36 St. Suite 407  
Virginia Gardens, FL 33166**

**ARTICLE VI**

**ADMISSION OF ADDITIONAL MEMBERS**

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

**ARTICLE VII**

**MEMBERS RIGHTS TO CONTINUE BUSINESS**

***Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company, provided that all remaining members consent to the continuation and there is at least one remaining member.***

**ARTICLE VIII**

**MANAGEMENT**

***The name and of each Manager o Managing Member is as follows:***

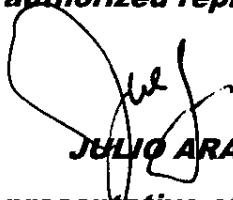
***Title: MGR   WALTER M.VOLPE  
Saldanha Da Gama 3940  
Montevideo, Uruguay CP 11300***

***MGR   JULIO E.M. VOLPE  
Bolivar 1542  
Montevideo, Uruguay CP 11300***

**ARTICLE IX  
EFFECTIVE DATE**

***The effective date for this limited liability company shall be:  
December 03,2010***

***The undersigned, an authorized representative of the members.***



**JULIO ARAUJO**

***Authorized Representative of the Members***

**ACCEPTANCE BY REGISTERED AGENT:**

***Having been named registered agent and designated to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.***



**TOTAL CORPORATION SERVICES, INC.**

**REGISTERED AGENT**

***Julio Araujo***

***President***