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**FLORIDA LIMITED LIABILITY CO.
USB2 LLC**

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EXAMINER

MAY 11

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ARTICLES OF ORGANIZATION

OF

USB2 LLC

ARTICLE I

NAME

The name of this limited liability company is USB2 LLC (hereinafter "the Company").

ARTICLE II

ADDRESS

The mailing address and principal office is c/o Barnes International Property Consultant, Inc., 260 Crandon Boulevard, Suite 48, Key Biscayne, Florida 33149.

ARTICLE III

DURATION

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Mitchell S. Polansky, Esq.
Mitchell S. Polansky, P.A.
999 Brickell Avenue, Suite 600
Miami, FL 33131

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ARTICLE V

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

ORGANIZER

The name and mailing address of the person signing these Articles as Organizer is:

Mitchell S. Polansky, Esq.
Mitchell S. Polansky, P.A.
999 Brickell Avenue, Suite 600
Miami, FL 33131

ARTICLE VII

MANAGEMENT

The Company will be managed by at least one (1) manager. The initial manager is:

Laurent Benyamin
10, Rue Charles François Daubigny
95130 Le Plessis Bouchard - France

ARTICLE VIII

AUTHORITY AND AUTHORITY AND RIGHTS OF THE MANAGER

All rights to manage the affairs of the Company shall be vested in the Managers of the Company. The Managers shall have full power and authority to do, execute and perform every act necessary on behalf of the Company, including, but not limited to, the authority and right to perform the following actions:

- i) To purchase, sell, convey, mortgage or transfer any real property (or rights therein) owned in whole or in part by the Company.
- ii) To lend money, encumber real property and perform any other actions, deemed necessary and in the best interest of the Company.

- iii) To borrow money and issue evidences of indebtedness necessary, convenient, or incidental to the accomplishment of the purposes of the Company, and secure the same by mortgage, pledge, or other lien on any Company assets.
- iv) Make any investment or acquire by purchase, lease, or otherwise, any real or personal property ("Investment") which may be necessary, convenient, or incidental.
- v) Make any expenditure deemed necessary, convenient or incidental to the accomplishment of the Company, in the Manager's sole discretion.
- vi) Execute, in furtherance of any or all of the purposes of the Company, any warranty deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract, or other instrument purporting to purchase, acquire, convey or encumber any or all of the Company assets or real property.
- vii) Prepay in whole or in part, refinance, recast, increase, modify, or extend any liabilities affecting the assets of the Company and in connection therewith execute any extensions or renewals of encumbrances on any or all of such assets.
- viii) Care for and distribute the funds of the Company by way of cash income, return of capital, or otherwise.
- ix) To legally bind the Company.
- x) Institute, prosecute, defend, settle, compromise, and dismiss lawsuits or other judicial or administrative proceedings brought on or in behalf of, or against, the Company, and to engage counsel or others in connection therewith.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Mitchell Seth Polansky, P.A.

By: 

Mitchell S. Polansky, President

ORGANIZER

9th IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this
day of May 2011.

Mitchell Seth Polansky, P.A.

By: 

Mitchell S. Polansky, President

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell S. Polansky, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

9 SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this
day of May 2011.

NOTARY PUBLIC-STATE OF FLORIDA
Karin M. Souss
Commission # DD791268
Expires: JULY 26, 2012
BONDED THIRD ATLANTIC BONDING CO., INC.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida for USB2 LLC and I do hereby further state that I may be found as registered agent for service of process upon said proposed limited liability company at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF as registered agent I have caused this statement to be signed
on this 9th day of May 2011.

I hereby accept the appointment as Registered Agent and agree to act in this capacity.

Mitchell Seth Polansky, P.A.

By: 

Mitchell S. Polansky, President

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TALLAHASSEE, FLORIDA

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