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JAN 30 2013

J. BRYAN

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

~~FAIR~~ RHOMES IMPERIAL TOPAZ

PROPERTIES, LLC

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**ARTICLES OF ORGANIZATION OF
FAIRHOMES IMPERIAL TOPAZ PROPERTIES, LLC**

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The undersigned certifies that he is acting as an authorized representative for the purpose of forming a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further certifies that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **FAIRHOMES IMPERIAL TOPAZ PROPERTIES, LLC** and its principal office shall be located at 139 Main Street, Unit 203, City of Unionville, Province of Ontario, Country of Canada L3R 2G6, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service

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under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III **INITIAL MEMBERSHIP**

Bentley Long Term Investments, LLLP, a Florida Limited Liability Limited Partnership, and Europa Health Products Limited Inc., a Foreign Corporation authorized to transact business in Florida, shall be the initial members of the limited liability company.

ARTICLE IV **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the operating agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by not less than one (1) manager. A manager need not be a member of the limited liability company. The following individuals initially shall serve as managers of the limited liability company until the first annual meeting of the members or until a successor or successors are elected and qualify in accordance with the operating agreement:

Europa Health Products Limited Inc.
Third Floor
Leisure Island Business Center,
Ocean Village, Gibraltar OC

and

Felix Gratopp
139 Main Street, Unit #203
Unionville, Ontario, Canada L3R 2G6

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as otherwise specified in the operating agreement or in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the operating agreement of the limited liability company, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the operating agreement of the limited liability company.

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ARTICLE VIII
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall be perpetual, unless sooner terminated, liquidated or dissolved, as provided in the operating agreement adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901, and the name of the company's initial registered agent at that address is CHARLES MANN.

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The undersigned, being the Authorized Representative of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **FAIRHOMES IMPERIAL TOPAZ PROPERTIES, LLC**.

Executed by the undersigned at Fort Myers, Lee County, Florida, on the 28th day of January, 2013.

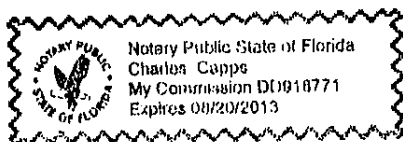



Charles Mann, Esq.
Authorized Representative

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Charles Mann, Esq., Incorporator, who is personally known to me or who produced a Florida driver's license as identification to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 28th day of January, 2013.




Notary Public
My Commission No.: 00918771
My Commission Expires: 8/20/13

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **FAIRHOMES IMPERIAL TOPAZ PROPERTIES, LLC**.

The name of the registered agent for **FAIRHOMES IMPERIAL TOPAZ PROPERTIES, LLC** is Charles Mann, and the street address of the registered office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

This statement is to acknowledge that, as indicated above, **FAIRHOMES IMPERIAL TOPAZ PROPERTIES, LLC** has appointed me, Charles Mann, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: This 28~~th~~ day of January, 2013.

Charles Mann
Registered Agent

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