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NAME: RETEX U.S., L.C.
AUDIT NUMBER.....H98000001026
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$337.50

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**ARTICLES OF ORGANIZATION OF
RETEX U.S., L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is RETEX U.S., L.C.
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is 9200 South Military Trail, Unit 42, Boynton Beach, Florida 33436.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Michel Couture, 1520 N.E. 32nd Street, Fort Lauderdale, Florida 33334.
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

Les Placements Marlin Ltée
485 2nd Avenue
St. Romuald, Quebec
G6W 5M6 Canada

Rene Bussières
9200 South Military Trail, Unit 42
Boynton Beach, Florida 33436
7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

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 Fort Lauderdale, Florida 33301
 (954) 764-6660

8. Capitalization. The capital contribution of the Members, having an agreed value totaling \$ 1,000.00, when contributed, shall consist of cash and shall be allocated as follows:

| | |
|----------------------------|----------|
| Les Placements Marlin Ltee | \$990.00 |
| Rene Bussières | \$ 10.00 |

9. Additional Liability of Members. Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.

10. Continuity. The remaining Members of the limited liability company will have the right to continue the business 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 this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.

11. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers according to the provisions of an operating agreement to be entered into between the manager(s) and the members of the Company. The name and address of the initial Manager of the Company is as follows:

Rene Bussières
9200 South Military Trail, Unit 42
Boynton Beach, Florida 33436

Dated: January 14, 1998


Rene Bussières, Manager

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(954) 764-6660

**CONSENT TO APPOINTMENT AND
ACCEPTANCE OF REGISTERED AGENT FOR
RETEX U.S., L.C.**

Having been named Registered Agent and designated to accept service of process for RETEX U.S., L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 14th day of January, 1998.


Michel Couture

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
RETEX U.S., L.C.

The undersigned Member or authorized representative of a Member of RETEX U.S., L.C.,
deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total value of the property contributed by the Members is \$ 1,000.00; and
3. The Members have not contributed any property other than cash.

Dated: January 14, 1998



Rene Bussièrès, Manager

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