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FAX #: (850) 922-4000

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS

PHONE: (305) 350-5221

FAX #: (305) 350-9148

NAME: THALGO CARIBBEAN, L.C.

AUDIT NUMBER.....H98000003840

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Thalgo Caribbean, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Thalgo Caribbean, L.C.
2937 S.W. 27th Avenue, Suite 201
Miami, FL 33133

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the managers are:

Marc Howard Siegel
2937 S.W. 27th Avenue, Suite 201
Miami, FL 33133

Alain Dagliani
83520 Roquebrune-Sur-Argens
France

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:


The remaining members have the right to continue the business the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

FLORIDA INCORPORATORS, INC.
1221 Brickell Ave., Ste. 900
Miami, FL 33131

DATED: March 3, 1998



Marc Howard Siegel
Incorporator

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THALGO CARIBBEAN, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$ 1,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is: NONE.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2 and 3 above.



Marc Howard Siegel, Authorized Representative

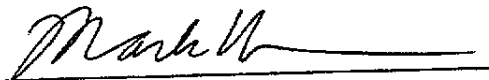
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3) Florida Statute the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By: 
Mark Hankins
President

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