

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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Account Number : 105065002440
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LIMITED LIABILITY COMPANY

MERCADREAL US, L.L.C.

*Note: The ownership and control of this LLC is identical

to the ownership of "Mercadeal U.S. Inc." The owners want to use the same name as their corporation

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 1999

P. CHRISTOPHER JAENSCH
2198 MAIN STREET
SARASOTA, FL 34237

SUBJECT: MERCADEAL U.S., L.L.C.
REF: W99000002043

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000001542
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7 pages total

H99000001542 2

ARTICLES OF ORGANIZATION

OF

MERCADEAL U.S., L.L.C.

ARTICLE I - NAME

The name of this Florida limited liability company is MERCADEAL U.S., L.L.C.

ARTICLE II - ADDRESS, REGISTERED OFFICE AND AGENT

The principal place of business, mailing address, and registered office of this limited liability company in the State of Florida shall be 2198 Main Street, Sarasota, Florida 34237. The initial registered agent of this limited liability company in the State of Florida shall be P. Christopher Jaensch, 2198 Main Street, Sarasota, Florida 34237.

ARTICLE III - DURATION

This limited liability company shall exist perpetually.

ARTICLE IV - MANAGEMENT OF BUSINESS

All members shall have equal rights in the management or conduct of the limited liability company, each member having a vote proportionate to his interest in the company. The names and addresses of the members are the following:

Gregory Sion
344 Ter avenue Jean-Jaures
59920 Quievrechain
France

Innocenzo Gagliardi
344 Ter avenue Jean-Jaures
59920 Quievrechain
France

Prepared by:
P. Christopher Jaensch
2198 Main Street
Sarasota, FL 34237
(941) 366-9841
Florida Bar #: 72044

H99000001542 2

H99000001542 2

ARTICLE V - ADMISSION OF NEW MEMBERS

Additional members may be admitted to the limited liability company only upon unanimous affirmative vote of all the then existing members and upon such terms as may be unanimously agreed upon by such existing members in writing.

ARTICLE VI - CONTINUATION OF EXISTENCE

The remaining members of the limited liability company shall have the right, by unanimous affirmative vote, to continue the existence and business of the company 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.

ARTICLE VII - REGULATIONS

The members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal these regulations shall be vested in all members of this company.

ARTICLE VIII - PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this limited liability company.

ARTICLE XI - PROFITS AND LOSSES

Profits and losses generated by the business of this company shall be passed through to the members in proportion to the members respective interest in the limited liability company.

ARTICLE X - PURPOSE

This limited liability company is organized for the purpose of transacting any or all lawful business.

ARTICLE XI - POWERS


This limited liability company shall have all the powers enumerated in the Florida Limited Company Act.

H99000001542 2

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this Friday 22 day of January, 1999.

JAENSCH


Innocenzo Gagliardi

H99000001542 2

H99000001542 2

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

- 1) the total amount of cash contributed by the member(s) is \$ 1,000.00.
- 2) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. A description of the property is attached and made a part hereto.
- 3) the total amount of cash or property anticipated to be contributed by member(s) is \$ 300,000.00. This total includes amounts from 2 and 3 above.



Innocenzo Gagliardi

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H99000001542 2

ACCEPTANCE OF REGISTERED AGENT

FOR

MERCADEAL U.S., L.L.C.

Having been named in the Articles of Organization of MERCADEAL U.S., L.L.C., as Registered Agent to accept service of process for the limited liability company at its registered office at 2198 Main Street, Sarasota, Florida, 34237. The undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in Chapter 608, Florida Statutes.

Dated this 27th day of January, 1999.



P. Christopher Jaensch, Registered Agent

H99000001542 2