

Division of Corporations

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Florida Department of State
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LIMITED LIABILITY COMPANY

TRADEWINDS PARASOL MARKETING USA, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 10, 1999

THOMAS M. PARKER
FOWLER WHITE BURNETT HURLEY BANICK & STR
100 SE 2ND STREET, 17TH FLOOR
MIAMI, FL 33131

SUBJECT: TRADEWINDS PARASOL MARKETING USA, L.L.C.
REF: W99000003357

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. #: H99000003319
Letter Number: 799A00005969

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**ARTICLES OF ORGANIZATION
OF
TRADEWINDS PARASOL MARKETING USA, L.L.C.**

ARTICLE I

The name of the limited liability company formed hereby is TRADEWINDS PARASOL MARKETING USA, L.L.C.

ARTICLE II

The duration of TRADEWINDS PARASOL MARKETING USA, L.L.C. shall be perpetual.

ARTICLE III

The principal office and mailing address of TRADEWINDS PARASOL MARKETING USA, L.L.C. is:

69 SW 7th Street, Miami, FL 33130.

ARTICLE IV

The Registered Agent of TRADEWINDS PARASOL MARKETING USA, L.L.C. and his address in the state of Florida is:

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurely, Banick & Strickroot, Esq.
100 SE Second Street, 17th Floor
Miami, Florida 33131

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Telephone: (305) 789-9200
Florida Bar No. 0047570

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ARTICLE V

The Members may admit additional Members with the approval of the Managing Member and a majority of the Members, on such terms and conditions as may be approved by the Managing Member, a majority of the Members and the additional Member to be admitted.

ARTICLE VI

The remaining Members of TRADEWINDS PARASOL MARKETING USA, L.L.C. have the right to continue the business of TRADEWINDS PARASOL MARKETING USA, L.L.C. upon 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 TRADEWINDS PARASOL MARKETING USA, L.L.C.

ARTICLE VII

TRADEWINDS PARASOL MARKETING USA, L.L.C. is to be managed by one Managing Member, which shall not necessarily be a member. The initial Managing Member to serve until his successor(s) is/are elected and qualified is: Sean O'Dowd, whose address is 36 Rushmere, Doordrift Road, Constantia, Cape Town, South Africa 7700. The initial equity Members are Tradewinds (Pty) Ltd., a South African entity whose address is ~~23 INDOULAND CRESCENT, LANSDOWN~~ ~~CAPE TOWN~~ and Tradewinds Investment Group Corp., a British Virgin Islands corporation whose address is Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.


Sean O'Dowd, Managing MemberFILED
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**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**

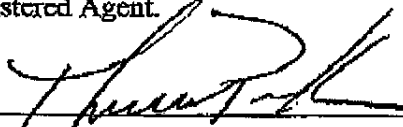
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is TRADEWINDS PARASOL MARKETING USA, L.L.C.

2. The name and address of the Registered Agent and Office is:

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the Certificate, I hereby accept the 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 am familiar with and accept the obligations of my position as Registered Agent.


Thomas M. Parker, Registered Agent

Date: Feb. 10, 1999

TRADEWINDS PARASOL MARKETING USA, L.L.C.


Sean O'Dowd, Managing Member

Audit No. H99000003319 3

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, Sean O'Dowd, the sole Managing Member of TRADEWINDS PARASOL MARKETING USA, L.L.C. deposes and says:

1. The above named limited liability company has two (2) equity members, TRADEWINDS PARASOL (PTY) LTD., a South African limited liability company and TRADEWINDS INVESTMENT GROUP CORP., a British Virgin Island company.

2. The total amount of cash initially to be contributed by the equity Members is Ten Thousand Dollars (\$10,000).

3. There are no planned contributions of property other than the cash mentioned in paragraph 2.

4. The combined value of contributions under paragraphs 2 and 3 above is \$10,000.

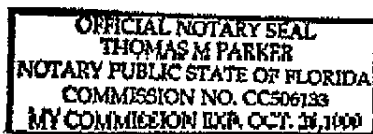
5. Further contributions to capital beyond those specified in paragraphs 2 and 3 above are contemplated, and will be reported as required by law.



Sean O'Dowd, Managing Member

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SWORN TO AND SUBSCRIBED before me this 10 day of February, 1999, by Sean O'Dowd, who is personally known to me.



Notary Public

Print Name: THOMAS M. PARKER

My Commission Expires:

Audit No. H99000003319 3