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Fax Number : (850) 922-4003

From:
Account Name : FERNAND LAMOTHE, INC.
Account Number : 105057001570
Phone : (954) 768-9548
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LIMITED LIABILITY COMPANY
CAROLIX OF USA LLC

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ARTICLES OF ORGANIZATION
OF
CAROLIX OF USA LLC

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The undersigned incorporator, for the purposes of forming a limited liability company under the Florida Limited Liability Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the limited liability company shall be "CAROLIX OF USA LLC"

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is 721 S. E. 17TH Street, Suite 200, Fort Lauderdale, Fl. 33316

ARTICLE III EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Fernand Lamothe
Chartered Accountant
721 S. E. 17th Street, Suite 200
Fort Lauderdale, Fl. 33316
(954) 768-9548

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ARTICLE V PURPOSES AND POWERS

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Fernand Lamothe, Chartered Accountant, 721 S. E. 17th Street, Suite 200, Fort Lauderdale, Florida 33316

ARTICLE VII MANAGEMENT

The Manager of the Company shall be:

Operating Manager: Didier Lacroix	Clara Lacroix
721 S.E. 17 th Street Suite 200	721 S.E. 17 th Street ste200
Fort Lauderdale, Fl. 33316	Fort Lauderdale, Fl. 33316

ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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ARTICLE X MEMBERS

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are

Didier Lacroix
25, rue Victor Hugo
92130, Issy Les Moulineaux
France

Clara Lacroix
25, rue Victor Hugo
92130, Issy Les Moulineaux
France

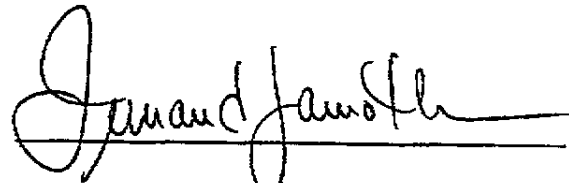
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ARTICLE XI CLASSIFICATION

It is the intent of the members that the Company be classified as a partnership for federal income tax purpose

The undersigned has executed these Articles of Organization this 2th day of November 1999.



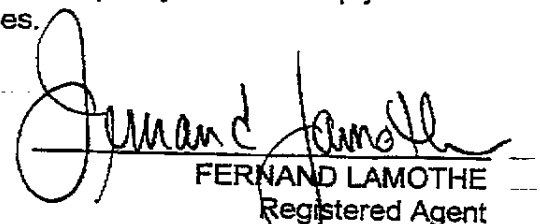
Fernand Lamothe , Incorporator

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Company, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: November 2, 1999.


FERNAND LAMOTHE
Registered Agent

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