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DIVISION OF CORPORATION

To: Division of Corporations  
Fax Number : (850)205-0383

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Merrick USA, LC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Merrick USA, LC

### Article II. Address

The Company's street and mailing address is:  
Merrick USA, LC  
1114 S. Douglas Rd., Suite 6  
Coral Gables FL 33134

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Luis Agramunt  
1114 S. Douglas Rd., Suite 6  
Coral Gables FL 33134

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Juris Magister - Abogados  
Torre Europa, Paseo de la Castellana 95, Planta 15  
Madrid SPAIN 28046  
+34 661 25-84-94

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

RANDALL WOODWARD  
1114 S. Douglas Rd., Suite 6 Coral Gables FL 33134

Article VI. Company Existence

The Company's existence shall begin effective as of January 27, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on January 20, 2005.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Taide Baez Vice President

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STATEMENT OF REGISTERED AGENT

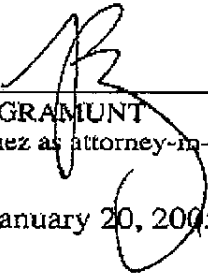
LIMITED LIABILITY COMPANY:

Merrick USA, LC

REGISTERED AGENT/OFFICE:

Luis Agramunt  
1114 S. Douglas Rd., Suite 6  
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
LUIS AGRAMUNT  
by T. Baez as attorney-in-fact

Date: January 20, 2005

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