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DAVID HOWARD GOLDBERG, P.A.

ATTORNEY AT LAW
100 SOUTH BISCAYNE BOULEVARD
ONE BAY FRONT PLAZA
SUITE 1102
MIAMI, FLORIDA 33131
TELEPHONE (305) 358-3893

September 24, 2000

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****346.25 ****160.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom it may concern:

Please find enclosed:

1. One original and one (1) copy of the Articles of Organization of THE BRITTO COLLECTION, L.L.C. ,
2. \$250.00 Filing fee for the Articles of Organization of THE BRITTO COLLECTION, L.L.C. and Affidavit,
3. \$35.00 fee for the Designation of Registered Agent,
4. \$8.75 fee for a certificate of status
5. \$52.50 fee for certified copy of certificate of status

FILED
OCT 17 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If I can be of service to you in any manner or if you should have any questions, please contact me at your convenience.

Sincerely,

DAVID HOWARD GOLDBERG, P.A.



David Howard Goldberg, Esq.

DHG:brb

Encl.

Baudy/439.001/LLCTransmittalLetter

L00-13265
OK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 2000

DAVID HOWARD GOLBERG
100 SOUTH BISCAYNE BLVD., SUITE 1102
MIAMI, FL 33131

SUBJECT: THE BRITTO COLLECTION, L.L.C.
Ref. Number: W00000025342

We have received your document for THE BRITTO COLLECTION, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 000A00054959

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
THE BRITTO COLLECTION, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:
THE BRITTO COLLECTION, L.L.C.

**ARTICLE II
ADDRESS**

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

818 Lincoln Road
Miami Beach, Florida 33139

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

AMY POLLACK
818 Lincoln Road
Miami Beach, Florida 33139

ROMERO BRITTO
818 Lincoln Road
Miami Beach, Florida 33139

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be permitted with the written consent of all members.

**ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The right, if given, 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

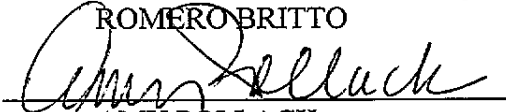
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TALLAHASSEE, FLORIDA

R. Britto

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or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be subject to the consent of all remaining members.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this _____ day of October, 2000. The undersigned states that they are a members of the L.L.C. and by executing this document they affirms under penalty of perjury that the facts stated herein are true.


ROMERO BRITTO

AMY POLLACK

Baudy/435.002/LLCArtOrg. 1/October 26, 2000

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TALLAHASSEE, FLORIDA

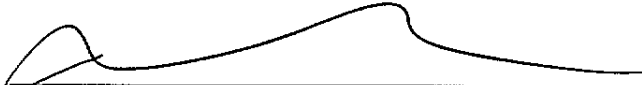
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is THE BRITTO COLLECTION, L.L.C.
2. The name and address of registered agent and office is:

DAVID HOWARD GOLDBERG
100 S. Biscayne Bld.
Suite 1102
Miami, FL 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 I am familiar with and accept the obligations of my position as registered agent.


David Howard Goldberg

September 24, 2000

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