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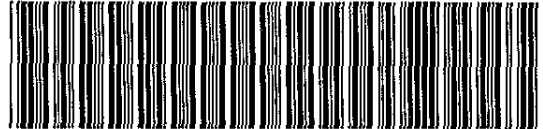
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LAW OFFICES OF  
**DELIMA GOLDMAN & GOLDMAN**

City National Bank Building  
Suite 404  
2701 Le Jeune Road  
Coral Gables, Florida 33134  
Tel.: (305) 446-6460  
Fax: (305) 446-7502  
E-mail: BruceJGoldmanLaw@aol.com

July 1, 2005

VIA FEDERAL EXPRESS

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Continental Shoes, LLC

Dear Sirs:


Enclosed are the original and one copy of the Articles of Organization and the original and one copy of the Acceptance of Registered Agent for Continental Shoes, LLC. Enclosed, as well, is our \$155.00 check for the following:

Registered Agent Designation	\$ 25.00
Filing Fees	\$100.00
Certified Copy	\$ 30.00
	<u>\$155.00</u>

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you for your cooperation.

Sincerely yours,

  
Bruce J. Goldman

BJG:pjp  
Enclosures

cc: Mr. Carlos Llorens (w/encls.)

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ARTICLES OF ORGANIZATION  
OF  
CONTINENTAL SHOES, LLC

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is Continental Shoes, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

3015 Grand Avenue, Suite 237  
Coconut Grove, Florida 33133

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 2701 Le Jeune Road, Suite 404, Coral Gables, Florida 33134 as the street address of the initial registered office of the Company and names Bruce J. Goldman, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

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ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State of Florida, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of the ownership interests.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS


Additional Members may be admitted upon the approval of a majority of the ownership interests of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15<sup>th</sup> day of July, 2005.

  
Bruce J. Goldman, Esq.  
Duly Authorized Representative  
of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Continental Shoes, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608 of the Florida Statutes, and acknowledges he is familiar with, and accepts, the obligations of such position on this 1<sup>st</sup> day of July, 2005.

By:

  
Bruce J. Goldman, Esq.

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