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

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

AL

LIMITED LIABILITY COMPANY

UNITED APPAREL GROUP LLC

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ARTICLES OF ORGANIZATION  
OF  
UNITED APPAREL GROUP LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be:  
UNITED APPAREL GROUP, LLC.

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be: 10054 SW 159 AVE MIAMI, FL. 33196, and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

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

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

By:  
Y&A PROFESSIONAL SERVICE, INC.  
12350 SW 132 COURT #207  
MIAMI, FLORIDA 33186

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**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

2003 JUL 20 A 7 55

The initial address of registered office of this Company is:  
10054 SW 159 AVE MIAMI, FL. 33198

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TALLAHASSEE, FLORIDA

The name of the registered agent of this company is: NORBERTO MENENDEZ.

**ARTICLE 7 - MANAGEMENT**

The managers of this company shall be:

Manager/ President:	CARLOS GUSTAVO SANCHEZ
Manager/ Vice-Pres	NORBERTO MENENDEZ

Whose addresses shall be the same as the mailing address of the company.

**ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the 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 9 - 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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2005 JUL 20 A 7:55

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**ARTICLE 10 - MEMBERS**

The Managers 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 of the management of the affairs of the Company not inconsistent with law of these Articles of Organization. The name and address of the member(s) of the Company are:

**CARLOS GUSTAVO SANCHEZ  
10054 SW 159 AVENUE  
MIAMI, FL. 33198**

**50 units**

**NORBERTO MENEDEZ  
903 GRANADA GROVE CT  
CORAL GABLES, FL. 33134**

**50 units**

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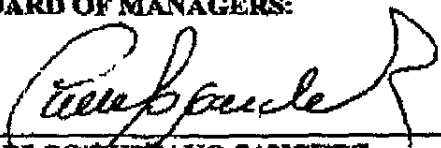
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2005 JUL 20 A 7:56

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IN WITNESS WHEREOF, the undersigned, being the Board of Managers of the Company, have caused these Regulations to be duly adopted by the Company effective this 18 day of July, 2005.

BOARD OF MANAGERS:

  
\_\_\_\_\_  
CARLOS GUSTAVO SANCHEZ

  
\_\_\_\_\_  
NORBERTO MENENDEZ

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

2005 JUL 20 A 7:56

NORBERTO MENENDEZ, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 808.4155, Florida Statutes and other applicable Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UNITED APPAREL GROUP LLC



NORBERTO MENENDEZ  
Manager