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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Belt Productions, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
BELT PRODUCTIONS, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is Belt Productions, LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of engaging in all lawful activities and to do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's initial principal office is 2937 S.W. 27th Ave., Suite 307, Coconut Grove, FL 33133.

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2937 S.W. 27th Ave., Suite 307, Coconut Grove, FL 33133, and the name of the initial Registered agent of this Company at that address is Sherill Wilmet.

THE INSTRUMENT PREPARED BY:

Martin R. Press, Esq.
Gunster, Yoakley & Stewart, P.A.
500 E. Broward Blvd., Suite 1400
Fort Lauderdale, FL 33394
Telephone: (954) 468-1314
Florida Bar No.: 164524

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ARTICLE V
Membership Certificates

SECRETARY OF STATE
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(a) Each Member's interest in the Company may be evidenced by a membership participation certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise provided in the Operating Agreement of the Company.

Article VII
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned member has executed these Articles the 14th day of April, 2006.

FASHION FOCUS ACCESSORIES, INC.
SOLE MEMBER

By: *Sherill Willner*
SHERILL WILLNER, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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Having been named to accept service of process for the above stated ²⁰⁰⁸ Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 14, 2006

Sherrill Willner
SHERILL WILLNER
Initial Registered Agent

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