

L98000000332

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 3/17/98 1:00 PM ☺

CERTIFIED COPY \_\_\_\_\_ CUS \_\_\_\_\_

PHOTO COPY \_\_\_\_\_  FILING LLC \_\_\_\_\_

1.) 2000 Men's Shop Concept, LC  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_

MLC  
3/17/98

400002459154--3  
-03/17/98--01030--024  
\*\*\*\*337.50 \*\*\*\*337.50

RECEIVED  
98 MAR 17 AM 10:56  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 10:56

**ARTICLES OF ORGANIZATION**  
**OF**  
**2000 MEN'S SHOP CONCEPT, LC, a**  
**Florida Limited Liability Company**

---

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 10:56

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby states as follows:

ARTICLE I

The name of this Limited Liability Company shall be 2000 Men's Shop Concept, LC.

ARTICLE II

The duration of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida until thirty (30) years thereafter, unless earlier dissolved by agreement of the Members hereof, or by operation of law.

ARTICLE III

The purpose for which this Company is organized is to own and operate a business venture which imports, distributes and sells at retail high end fashion clothing, accessories and all related goods in the United States, or such other business as the Members may agree from time to time.

ARTICLE IV

The initial place of business and the mailing address of the Company shall be c/o Barry Mukamal, CPA, Rachlin, Cohen & Holtz, 1 S.E. 3<sup>rd</sup> Avenue, 10<sup>th</sup> Floor, Miami, Florida 33131 and its initial registered agent for service of process in the State of Florida shall be Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

ARTICLE V

This Company shall be initially capitalized with cash in the amount of Fifty Thousand Dollars (\$50,000.00).

No Member shall be required other than as provided in the Regulations of this Company to contribute additional capital to the Company.

ARTICLE VI

No Member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

This Company shall be managed initially by an individual. The name and address of the initial managing member is as follows:

Michel Bensoussan  
3489 Atwater, Apt. #2  
Montreal, Quebec Canada H3H 1Y2

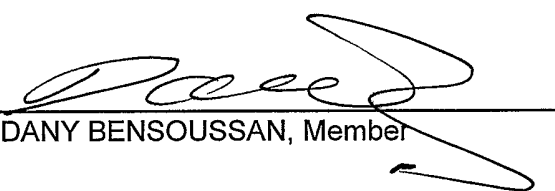
ARTICLE VIII

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE IX

The name and address of the Member executing these Articles of Organization is Dany Bensoussan, whose mailing address is 800 West Avenue, #838, Miami Beach, Florida 33139.

EXECUTED at Miami, Florida this 16 day of March, 1998.

  
DANY BENSOUSSAN, Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 17 AM 10:56

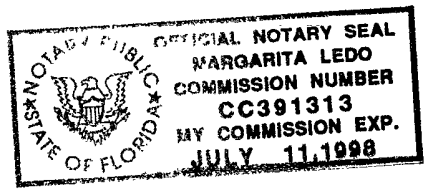
STATE OF FLORIDA        )  
  )  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1998 by Dany Bensoussan who is personally known to me or who produced \_\_\_\_\_ as identification.

FILED SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 10:56

Margarita Ledo  
Notary Public State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

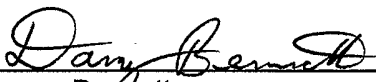
**2000 Men's Shop Concept, LC**, desiring to organize under the laws of the State of Florida, hereby designates Corporate Access, Inc. as its registered agent and further designates 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303 as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named limited liability company, the undersigned hereby acknowledges that it is a resident of the State of Florida and agrees to act in such capacity for such Company at its registered office.

CORPORATE ACCESS, INC.,  
a Florida corporation

As Registered Agent:

By:   
Danny Bennett  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 10:56


**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned member or authorized representative of a member of **2000 Men's Shop**  
**Concept, LC**, a Florida limited liability company, certifies as follows:

1. The above referenced limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is FIFTY THOUSAND AND NO/100 (\$50,000.00) DOLLARS.
3. The property other than cash and its agreed value contributed by the members, including a description of the property is: NONE.
4. The total amount of cash and other property contributed and anticipated to be contributed by the members is FIFTY THOUSAND AND NO/100 (\$50,000.00) DOLLARS.

Dated: March <sup>16<sup>th</sup></sup> ~~16~~, 1998.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

  
DANY BENSOUSSAN, Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 10:56