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Florida Department of State
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

ISLAND WEAR TRADERS, L.C.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
ISLAND WEAR TRADERS, L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is:
ISLAND WEAR TRADERS, L.C.

ARTICLE II

DURATION

The company shall begin its existence upon the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually unless terminated by the members or dissolved under Florida law.

ARTICLE III

PURPOSE

The company may conduct any lawful business anywhere. The company shall have all powers set forth in Florida Statute 608.404.

ARTICLE IV

PRINCIPAL OFFICE

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

1740 W. Oakland Park Boulevard, Ft. Lauderdale, Florida 33311.

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ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the initial registered agent and registered office of the company are: Arnold Straus, Jr., Arnold Straus, Jr., P.A., 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024. The Registered Agent's statement of acceptance is attached.

ARTICLE VI

ADDITIONAL MEMBERS

An additional member may only be admitted to the company upon unanimous vote of the remaining members.

ARTICLE VII

TERMINATION OF MEMBERSHIP

In the event of death, resignation, or incompetence of a member, as described in Florida Statute 608.434, or any event which terminates the continued membership of a member, the remaining members shall continue the business, pursuant to the Regulations of the company.

ARTICLE VIII

MANAGEMENT

The Management of the company is reserved to the members and shall be vested in the members in proportion to their contributions to capital of the company. The members shall adopt Regulations by a unanimous vote, which may be amended by a unanimous vote of the members. The names and addresses of the initial members are:

ELISHA ZAMIR
21370 Sweetwater Lane
Boca Raton, Florida 33428

JACKY HEBY
3805 N. 47th Avenue
Hollywood, Florida 33021

DAVID MARK
5001 North 37th Street
Hollywood, Florida 33021

ISAAC ROSEN
2751 South Ocean Drive #1105
Hollywood, Florida 33019

MICHAEL MARK
3431 S.W. 52nd Street
Ft. Lauderdale, Florida 33312

ROBERT MARK
3341 North 47th Avenue
Hollywood, Florida 33021

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EMPIRE CORPORATE KIT

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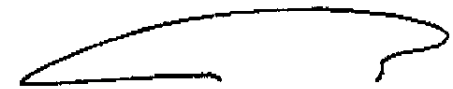
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ARTICLE IX

INDEMNIFICATION

The company shall indemnify any member or manager against expenses and damages reasonably incurred by him in connection with any civil or criminal proceeding or action against him, provided that the majority of the members determine that his actions were in good faith and were taken in the best interest of the company, as described in Florida Statute 608.4363.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal on
this 19th day of April, 2000.



ELISHA ZAMIR

STATE OF FLORIDA

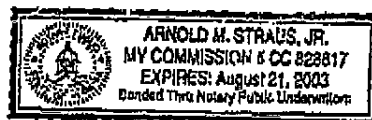
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19 day of April 2000, by ELISHA ZAMIR, a member of ISLAND WEAR TRADERS, L.C., who is personally known to me.



NOTARY PUBLIC, State of Florida

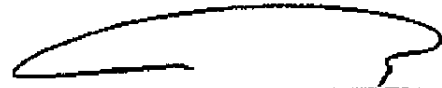
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ELISHA ZAMIR

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
ISLAND WEAR TRADERS, L.C.
2. The name and address of the registered agent and office is:

Arnold M. Straus, Jr., Esq.

(Name)

10081 Pines Boulevard, Suite C,

(P.O. Box Not Acceptable)

Pembroke Pines, FL 33024

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this 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.

Arnold M. Straus, Jr.
Signature: ARNOLD M. STRAUS, JR.

Date: 4-19-00

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