

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
Fax: 305-371-8759

Antonio R. Zamora  
of Counsel  
Direct Dial: 305-379-5574  
E-mail: zamora@hugheshubbard.com

L00000005031

April 25, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

MJH

Re: Italshop, LLC

600003226996--5  
-04/27/00--01072--006  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Organization of Italshop, LLC, along with our check in the amount of \$125.00 representing \$100 filing fees for the Articles of Organization and \$25.00 designation of Registered Agent.

I would appreciate it if you return to us a letter of acknowledgment. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

00 APR 27 AM 9:07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

W6-MI003676-375  
One Battery Park Plaza  
New York, NY  
10004-1482  
212-837-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44.05.80.00

1775 I Street, N.W.  
Washington, D.C.  
20006-2401  
202-721-4600

350 South Grand Avenue  
Los Angeles, CA  
90071-3442  
213-613-2800

**ARTICLES OF ORGANIZATION  
OF  
ITALSHOP, LLC**

The undersigned, for the purpose of forming a Florida Limited Liability Company, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the Limited Liability Company is:

Italshop, LLC

**ARTICLE II -- ADDRESS**

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

201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

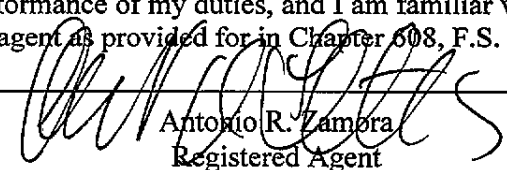
**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE AND  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

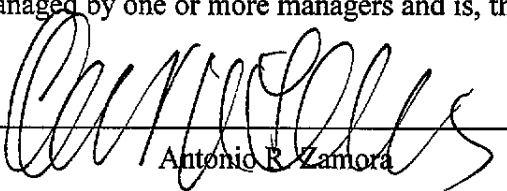
00 APR 27 AM 9:07  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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 as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Antonio R. Zamora  
Registered Agent

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

  
\_\_\_\_\_  
Antonio R. Zamora