

# L00000005875

AW OFFICES

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Thomas J. Skola, Esq.  
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May 15, 2000

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-05/17/00-01069-001  
\*\*\*\*155.00 \*\*\*\*155.00

Re: Everything Fashion LLC

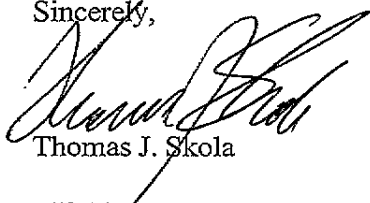
Dear Sirs:

Enclosed are the Articles of Organization for Everything Fashion LLC and a check in the amount of \$155.00 in payment of the following:

\$100.00 - Filing Fee for New Florida LLC  
\$25.00 - Registered Agent Fee;  
\$30.00 - Certified Copy of Articles of Organization  
\$155.00

Your prompt return of the certified copy of the Articles of Organization to my attention at the above address will be appreciated.

Sincerely,

  
Thomas J. Skola

TJS:bb  
Enclosure

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FILED  
00 MAY 17 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtu  
5/23

**Articles of Organization  
for  
EVERYTHING FASHION LLC**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "Everything Fashion LLC." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126-2065

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

Thomas J. Skola, Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

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TALLAHASSEE, FLORIDA

10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Gerardo Minguez Jerez  
c/o Becker & Poliakoff, P.A.  
Suite 100  
5201 Blue Lagoon Drive  
Miami, Florida 33126-2065

11. **Initial Members.** The name and address of the initial single member of the Company are as follows:

New Chic Corporation  
c/o The Private Trust Corporation Limited  
Charlotte House, P.O. Box N65  
Nassau Bahamas

Dated this 15th day of May, 2000



Thomas J. Skola  
as an authorized Representative  
of the single member

State of Florida )  
County of Miami-Dade ) ss

The foregoing Articles of Organization were acknowledged before me this 15th day of May, 2000, by Thomas J. Skola, as an authorized representative of the single member, who has produced his passport for identification.

  
Notary Public

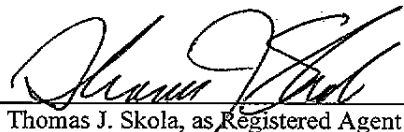
My Commission expires: 6/14/2003

Name of Notary: \_\_\_\_\_



**Consent to Appointment as Registered Agent**

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



Thomas J. Skola, as Registered Agent