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July 18, 2000

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

Re: Incorporation of Angel & Angel, L.C.

Dear Sir/Madam:

L-9116

Please find the enclosed check in the amount of 125.00 along with the Articles of Incorporation for incorporation of the above referenced entity.

*not enclosed*  
I am enclosing a self-addressed stamped envelope for return of the Letter of Incorporation and a true copy of the Articles of Incorporation.

Thank you for your attention and cooperation regarding this matter.

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-07/25/00--01097--015  
\*\*\*\*125.00 \*\*\*\*125.00

IVAN D. PIEDRAHITA, P.A.

By:

*Ivan D. Piedrahita*  
IVAN D. PIEDRAHITA, ESQ.  
For the Firm

Enclosures: As set forth herein

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TALLAHASSEE FLORIDA

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## ARTICLES OF ORGANIZATION

OF

ANGEL & ANGEL, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

### ARTICLE I NAME

The name of the limited liability corporation is ANGEL & ANGEL, L.C.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business of this limited liability corporation shall be 7610 NW 76<sup>th</sup> Avenue, Tamarac, FL 33321.

### ARTICLE III DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2030 unless the Company is earlier dissolved as provided in these Articles of Organization.

### ARTICLE IV PURPOSE AND POWERS

The general purpose for which the corporation is organized is to operate a clothing import and export business as well as any lawful business for which a limited liability company may be organized under the laws of the state of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### ARTICLE V REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is:

Jairo Alonso  
7610 NW 67<sup>th</sup> Avenue  
Tamarac, FL 33321

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## ARTICLE VI CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit A.

## ARTICLE VII- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

## ARTICLE VIII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE IX TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE X MEMBERS

The names and addresses of the members shall be as follows:

VICTOR HUMBERTO ANGEL  
7610 NW 67<sup>TH</sup> AVENUE  
TAMARAC, FL 33321

MARY JANETH RAMIREZ  
7610 NW 67<sup>TH</sup> AVENUE  
TAMARAC, FL 33321

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# ARTICLE XI MANAGEMENT

The Company shall be managed by the individuals below in accordance with regulations adopted by the members of the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with laws or these Articles of Organization. The names and addresses of the management of the company are as follows:

VICTOR HUMBERTO ANGEL  
7610 NW 67<sup>TH</sup> AVENUE  
TAMARAC, FL 33321

JAIRO ALONSO  
7610 NW 67<sup>TH</sup> AVENUE  
TAMARAC, FL 33321

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Dade County, Florida for foregoing uses and purposes this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

  
\_\_\_\_\_  
NAME OF ORGANIZER  
Victor Humberto Angel  
Member

  
\_\_\_\_\_  
NAME OF ORGANIZER  
Jairo Alonso

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TALLAHASSEE FLORIDA

State of Florida  
County of Broward

The foregoing instrument was acknowledged and sworn to before me this 18<sup>th</sup> day of July, 2000.

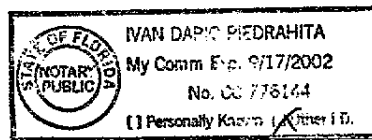
Before me personally appeared VICTOR HUMBERTO ANGEL and JAIRO ALONSO personally known to me, or who produced a passport as identification, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to the law that they made the same for the uses and purposes mentioned and set forth in it, and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this 18 day  
of July, 2000.

Notary

My Commission Expires: 9/17/2002

Prepared by: Ivan D. Piedrahita  
1876 N. University Drive  
Suite 300-C  
Plantation, FL 33322  
(954)474-0111



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

1. The name of corporation is: ANGEL & ANGEL, L.C., 7610 NW 67<sup>TH</sup> AVENUE, TAMARAC, FL 33321.

The name and address of the registered agent and office is: JAIRO ALONSO, 7610 NW 67<sup>TH</sup> AVENUE, TAMARAC, FL 33321.

Signature

JAIRO ALONSO

Title: REGISTERED AGENT

Date: JULY 18, 2000

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

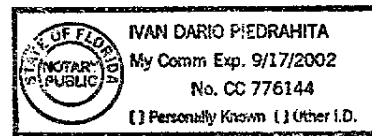
Signature

JAIRO ALONSO

Date: JULY 18, 2000

Registered Agent Filing Fee: \$35.00

Prepared by: Ivan D. Piedrahita  
1876 N. University Drive  
Suite 300-C  
Plantation, FL 33322  
(954) 474-0111



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· EXHIBIT "A" TO ARTICLES OF ORGANIZATION OF ANGEL & ANGEL, L.C.

The initial capital contribution of the company and the percentage of ownership interest of each member shall be as follows:

NAME	PERCENTAGE OF OWNERSHIP	CAPITAL CONTRIBUTION
VICTOR H. ANGEL	70%	\$7,000
MARY J. RAMIREZ	30%	\$3,000

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