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August 21, 2000

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

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****245.00 ****125.00

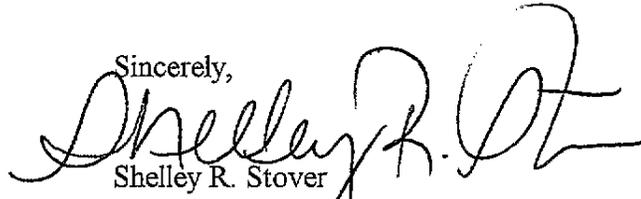
Re: Articles of Organization; EK Leather USA L.L.C. and
Mode Leather L.L.C.

Dear Reader:

Please find enclosed the original and one copy of the Articles of Organization and the Acceptance of Appointment as Resident Agent for the above referenced companies. Also please find enclosed a check in the amount of \$245.00 to cover the costs of the filing tax, the filing fees, and a certified copy of the Articles of Organization for both companies.

Thank you for your assistance.

Sincerely,



Shelley R. Stover
Secretary to Ronald W. Brown

/srs
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

MODE LEATHER L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **MODE LEATHER L.L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be Prime Investment L.L.C. and the mailing address shall be: 105 South Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective upon filing of these Articles of Organization with the Secretary of State.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in retail and wholesale clothing sales and to transact 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 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is 66 Cuna Street, Suite A, St. Augustine, Florida 32084. The name and address of the registered agent of this Company is Ronald W. Brown, 66 Cuna Street, Suite A, St. Augustine, Florida 32084.

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ARTICLE 7 - MANAGEMENT

The Manager of the Company shall be the Member:

Prime Investment L.L.C.
105 South Ponce de Leon Boulevard
St. Augustine, Florida 32084.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the company except with the unanimous written consent of all the member(s) of the company and upon such terms and conditions as shall be determined by all the member(s). 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 member(s) 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 9 - 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 one remaining member.

ARTICLE 10 - INDEMNIFICATION

The Company shall indemnify a director or officer of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Company against reasonable attorney's fees and expenses incurred by the director or officer in connection with the proceeding. The company may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney's fees and expenses for directors, officers, employees and agents of the company shall apply when such persons are serving at the Company's request while a director, officer, employee or agent of the Company, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of

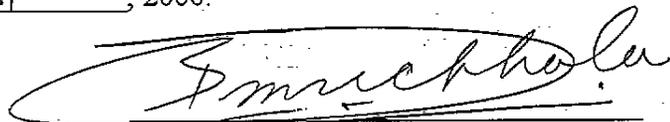
the proceeding. The company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the company or the ability of the company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "director," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 11 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the company are:

Prime Investment L.L.C.
105 South Ponce de Leon Boulevard
St. Augustine, Florida 32084

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made an subscribed these Articles of Organization at St. Augustine, Florida for the foregoing uses and purposes, this 14th day of August, 2000.

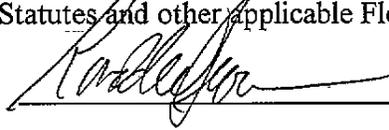


Dhruv N. Muchhala
Authorized Representative of the Member

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Ronald W. Brown, having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA