

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000060956 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

00 NOV 20 AM 9:29

FILED

RECEIVED
TALLAHASSEE, FLORIDA

11/20

LIMITED LIABILITY COMPANY

FASHION MANIA USA, L.L.C.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 20 PM 4:51

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

H00000060956

ARTICLES OF ORGANIZATION

OF

FASHION MANIA USA. L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited 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 FASHION MANIA USA. L.L.C. ("Company")

ARTICLE 2 - ADDRESS

The Principal place of business of the Company in Florida shall be 844 Alton Road, Second Floor, Miami Beach, Florida 33139 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

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 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. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

H00000060956

FILED
00 NOV 20 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H00000060956

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Abdala Kalil, 5774 Pine Tree Drive, Miami Beach, Florida 33140. The name and address of the registered agent of this Company is Abdala Kalil, 5774 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE 7 – MANAGEMENT

The Managers of the Company shall be:

Operating Manager	:	Jody Carr
Secretary	:	Abdala Kalil
Treasurer	:	Abdala Kalil

Whose addresses shall be the same as the mailing address of the Company.

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 of 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(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 by the consent of all the remaining members, provided there are at least one remaining member.

FILED
00 NOV 20 AM 9:29
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

H00000060956

H00000060956

ARTICLE 10 - 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 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:

Abdala F. Kalil
1560 Washington Avenue
Miami Beach, FL 33139

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this November 20, 2000.



Abdala F. Kalil, Authorized Representative
of the Members.

FILED
00 NOV 20 AM 9:29
CLERK OF DISTRICT COURT
MIAMI BEACH FLORIDA

H00000060956

H00000060956

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

Abdala F. Kalil, 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.

Abdala F. Kalil

Abdala F. Kalil

Abdala F. Kalil

FILED
00 NOV 20 AM 9:29
STATE OF FLORIDA
TALLAHASSEE

H00000060956