

**L010000004152**

**CAPITAL CONNECTION, INC**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
 (850) 222-8870 • 1-800-341-8662 • Fax (850) 222-1222

Dijon's Designs, L.C.

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 \*\*\*\*\*125.00 \*\*\*\*\*125.00

- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_ Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

SEC. OF STATE  
 TALLAHASSEE, FLORIDA  
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DIVISION OF CORPORATIONS  
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3/19

*gp*

Signature \_\_\_\_\_

Requested by: *SR*

Name \_\_\_\_\_ Date *3/19/01* Time *10:35*

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

ARTICLES OF ORGANIZATION

OF

DIJON'S DESIGNS, L.C.

ARTICLE I

LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

**DIJON'S DESIGNS, L.C.**

ARTICLE II

COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The limited liability company is hereby organized for the purposes of design manufacturing of clothing and accessories in and outside the State of Florida but is shall be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV

INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

The initial business address for the limited liability company shall be:

5915 Ponce de Leon Blvd.  
Suite 60  
Coral Gables, Florida 33146

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and the name and address of the initial registered agent for the limited liability company shall be:

HARRY K. BENDER  
BENDER, BENDER & CHANDLER, P.A.  
5915 Ponce de Leon Blvd.  
Suite 60  
Coral Gables, Florida 33146

**ARTICLE V**  
**CONTRIBUTIONS**

The total cash initially contributed to the limited company shall be Ten Thousand Dollars (\$10,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

**ARTICLE VI**  
**INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY**

The initial organizer of this limited liability company is:

Harry K. Bender  
5915 Ponce de Leon Blvd.  
Suite 60  
Coral Gables, Florida 33146

**ARTICLE VII**  
**INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY**

The initial members of this limited liability company are:

Dijon Aragon  
7106 Capistrano Avenue  
Westhills, CA 91307

John J. Feeley, Jr.  
11245 S.W. 128 Court  
Miami, Florida 33186

Harry K. Bender  
5915 Ponce de Leon Blvd.  
Suite 60  
Coral Gables, Florida 33146

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

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**ARTICLE VIII**  
**DEATH OR INCAPACITY OF A MEMBER OR MEMBERS**

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

**ARTICLE IX**  
**MANAGEMENT**

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time in accordance with the regulations of the company. The initial managers shall be Dijon Aragon, 7106 Capistrano Avenue, Westhills, CA 91307, John J. Feeley, Jr., 11245 S.W. 128 Court, Miami, Florida 33186 and Harry K. Bender, 5915 Ponce de Leon Blvd., Suite 60, Coral Gables, Florida 33146

**ARTICLE X**  
**REGULATIONS OF LIMITED LIABILITY COMPANY**

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

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**ARTICLE XI  
INDEMNIFICATION**

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 16 day of March, 2001.

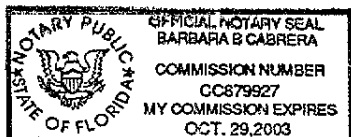
BY: *H.K. Bender*  
HARRY K. BENDER

STATE OF FLORIDA)  
COUNTY OF DADE )

SWORN TO and SUBSCRIBED before me this 16<sup>th</sup> day of March, 2001, by HARRY K. BENDER, who is personally known to me and/or who has produced Florida Driver's License No. as identification and who did take an oath.

*Barbara B. Cabrera*  
Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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.

DATED this 16 day of March, 2001.

  
\_\_\_\_\_  
HARRY K. BENDER

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