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BANKRUPTCY\CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

May 23, 2001

Registration Section  
Division of Corporations  
Post office Box 6327  
Tallahassee, FL 32314  
(850) 487-6051

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

RE: The Articles of Organization of Indigo International Group, L.L.C.

To Whom It May Concern,

Enclosed please find the Articles of Organization of Indigo International Group, L.L.C. In addition you will find a check made payable to the Florida Department of State for the total amount of the filing fees.

If you have any further questions or comments do not hesitate to contact our office.

Very Truly Yours,

  
Erin H. Larabee, Esquire  
Florida Bar No. 0107440

FILED  
01 MAY 29 PM 8:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
6/11

ARTICLES OF ORGANIZATION  
OF  
INDIGO INTERNATIONAL GROUP, L.L.C.

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be  
INDIGO INTERNATIONAL GROUP, L.L.C.

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of seventy-five (75) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address:  
  
620 Southard Street  
Key West, Florida 33040

Street Address:

620 Southard Street  
Key West, Florida 33040

ARTICLE IV – REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 402 Appelrouth Lane, Key West, Florida 33040. The name of the registered agent at such registered office is MICHAEL L. BROWNING, ESQUIRE.

ARTICLE V – ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

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TALLAHASSEE, FLORIDA

#### ARTICLE VI—CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### ARTICLE VII—COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by one (1) manager, IRWIN EPSTEIN, during his lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless IRWIN EPSTEIN resigns, dies, voluntarily retires or consents in writing to a successor Manager; provided, however, that IRWIN EPSTEIN may designate in writing a Manager to serve in his place and stead during any such period that IRWIN EPSTEIN so designates. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. Sec. 608.407(d) and shall be so managed by IRWIN EPSTEIN until his resignation, death, retirement, consent to a successor Manager or designation of a Manager to serve in his place and stead, as aforesaid. Upon IRWIN EPSTEIN's resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the name and address of the Manager of this Limited Liability Company is:

Names of Manager

Address

IRWIN EPSTEIN

620 Southard Street  
Key West, Florida 33040

#### ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

#### ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

#### ARTICLE X – OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the

Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 2nd day of May, 2001.

INDIGO INTERNATIONAL GROUP, L.L.C.

By: Irwin Epstein

Irwin Epstein  
Member

FILED  
01 MAY 29 PM 8:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In compliance with Section 48.061, Florida Statutes, the following is submitted: That  
INDIGO INTERNATIONAL GROUP, L.L.C. desiring to organize or qualify under the laws of the  
State of Florida as a limited liability company with its principal place of business in the City of Key  
West, State of Florida, has named, MICHAEL L. BROWNING, ESQUIRE, located at 402  
Appelrouth Lane, Key West, Florida, 33040, as its agent to accept service of process.

Signature: Irwin Epstein  
IRWIN EPSTEIN,  
Member

Title: Incorporating Member

Date: May 02 01

FILED  
01 MAY 29 PM 8:01  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



MICHAEL L. BROWNING, ESQUIRE

5/5/01

DATE

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01 MAY 29 PM 0:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA