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June 20, 2001

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Secretary of State
Division of Corporations
The Capitol, PL-02
Tallahassee, FL 32399-0250

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Re.: Eagle Mountain Boots & Shoes, L.L.C.
Our File No.: 01-4118

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization for the above-named limited liability company. Also enclosed is my trust account check in the amount of \$155.00, representing payment of the following:

Filing Fee	\$100.00
Certified Copy of Articles	30.00
Registered Agent Designation Fee	+ 25.00
<u>TOTAL</u>	<u>\$155.00</u>

It would be greatly appreciated if you would file the enclosed Articles and return a certified copy to the undersigned, in the enclosed self-addressed stamped envelope, at your earliest convenience.

Thanking you for your anticipated cooperation in this regard, I remain

Very truly yours,



MICHAEL A. CURREA

MAC/com

Enclosures: Those mentioned herein.

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C:\Letters, Various\Secry Stat, Filing LLC.doc
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
EAGLE MOUNTAIN BOOTS & SHOES, L.L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be EAGLE MOUNTAIN BOOTS & SHOES, L.L.C., hereafter referred to as "company".

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 300 S. Pine Island Rd., #207, Plantation, FL 33324, U.S.A.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual, unless the company is dissolved earlier, as provided in these articles of organization or in the operating agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are: Donald Jackrel, 300 S. Pine Island Rd., #207, Plantation, FL 33324, U.S.A.

ARTICLE V - CONTRIBUTIONS

The contributions of the members may be in cash, property, rendered, or a promissory note or other obligation to contribute property or to perform services, as set forth in the operating agreement

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only upon the unanimous consent of all the members, or as provided in the operating agreement.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the company, except with the unanimous written consent of the members and on such terms and conditions as shall be determined by the members. A member may transfer his or her interest in the company as provided in the operating agreement 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 of the members of the company, excluding the member proposing to dispose of his or her interest, approve of the proposed transfer by written consent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 a majority vote of the remaining members.

ARTICLE IX - MANAGEMENT

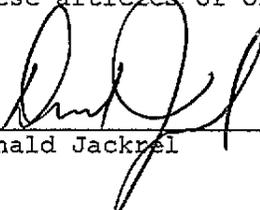
The company shall be managed by managers, in accordance with operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial managers of the company are:

Donald Jackrel
300 S. Pine Island Rd., #207
Plantation, FL 33324, U.S.A.

Allen Wu
300 S. Pine Island Rd., #207
Plantation, FL 33324, U.S.A.

In accordance with Sec. 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on the 11 day of June, 2001.



Donald Jackrel

Allen Wu

R.D. Wang



Jeffrey Charles Burns

Moses Ter-Papayan

Sarkis Khoshoryan

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ARTICLE IX - MANAGEMENT

The company shall be managed by managers, in accordance with operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement 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 names and addresses of the initial managers of the company are:

Donald Jackrel
300 S. Pine Island Rd., #207
Plantation, FL 33324, U.S.A.

Allen Wu
300 S. Pine Island Rd., #207
Plantation, FL 33324, U.S.A.

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Allen Wu
300 S. Pine Island Rd., #207
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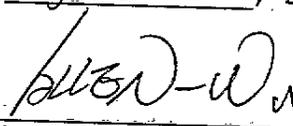
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on the 8 day of JUNE, 2001.

Donald Jackrel



R.D. Wang

Moses Ter-Papayan



Allen Wu

Jeffrey Charles Burns

Sarkis Khoshoryan

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE OF
EAGLE MOUNTAIN BOOTS & SHOES, L.L.C.

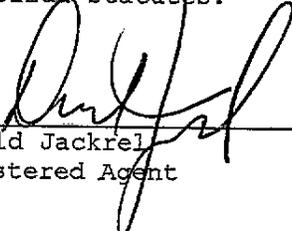
Under the provisions of Secs. 608.415, Fla. Stat., EAGLE MOUNTAIN BOOTS & SHOES, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is EAGLE MOUNTAIN BOOTS & SHOES, L.L.C.

2. The name and street address of the registered agent in Florida are:

Donald Jackrel
300 S. Pine Island Rd., #207
Plantation, FL 33324, U.S.A.

The undersigned, being the person named in the articles of organization of EAGLE MOUNTAIN BOOTS & SHOES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, accepts the appointment as registered agent, and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with, and accepts, the obligations of the position of registered agent, as provided for in Chapter 608, Florida Statutes.



Donald Jackrel
Registered Agent