

MOYLE, FLANIGAN, KATZ, RAYMOND & SHEEHAN, P.A.
ATTORNEYS AT LAW

625 North Flagler Drive - 9th Floor
West Palm Beach, Florida 33401-4025

P.O. Box 3888
West Palm Beach, Florida 33402-3888

Telephone: (561) 659-7500
Facsimile: (561) 659-1789

PAUL A. KRASKER
Direct Line: (561) 822-0360
E-mail: pkra@moylelaw.com

Tallahassee Office
(850) 681-3828

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August 14, 2001

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Gang Jeans USA, LLC

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization of Gang Jeans USA, LLC, along with this law firm's check in the amount of \$125.00 to cover your costs associated with filing the same. Please file the enclosed as soon as possible and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,

Tracy Lee Longo,
Assistant to Paul A. Krasker

/tll

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GANG JEANS USA, LLC**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is GANG JEANS USA, LLC ("Company").

ARTICLE II

The mailing address and street address of the principal place of business of the Company is 777 NW 72nd Avenue, Miami, Florida 33126. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE III

The name and street address of the initial registered agent of this Company is Paul Krasker, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida, 33401.

ARTICLE IV

The management of this Company shall be vested in a manager. The name and mailing address of the manager ("Manager") is as follows: Georgi ZacZac, Jr., 777 NW 2nd Avenue, Miami, Florida 33126.

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ARTICLE V

The business of this Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company, unless the manager and the remaining members consent to such a termination of the business of the Company within ninety days of the occurrence of any event which would terminate the existence of this Company.

ARTICLE VI

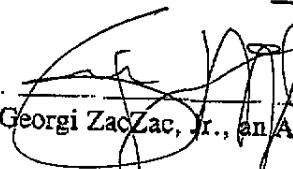
The power to adapt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Manager.

ARTICLE VII

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

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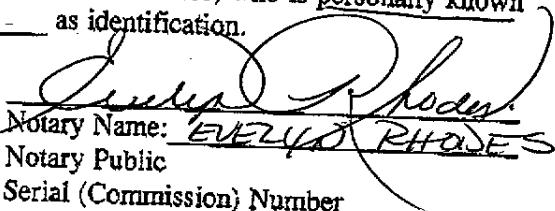
IN WITNESS WHEREOF, I have hereunto subscribed my name this 8th day of August, 2001.


Georgi ZacZac, Jr., an Authorized Representative

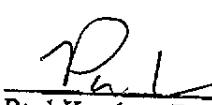
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 8th day of August, 2001, by Georgi ZacZac, Jr., as the authorized representative of the members, who is personally known to me, OR has produced _____ as identification.




Notary Name: EVELYN RHODES
Notary Public
Serial (Commission) Number
(If any) _____

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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 of registered agent for GANG JEANS USA, LLC, TALLAHASSEE, FLORIDA, as provided for in Chapter 608, F.S.


Paul Krasker, Registered Agent

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