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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

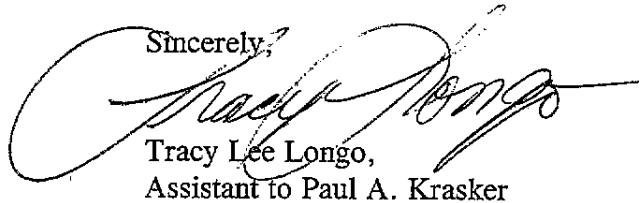
Re: Incorporation of Gang Jeans USA, LLC

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

LOI-14128  
BA 8/21

**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 72<sup>nd</sup> 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, 9<sup>th</sup> 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 2<sup>nd</sup> Avenue, Miami, Florida 33126.

**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.

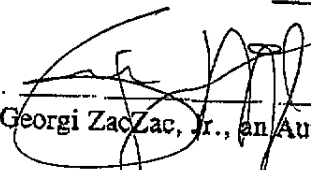
**ARTICLE VI**

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.

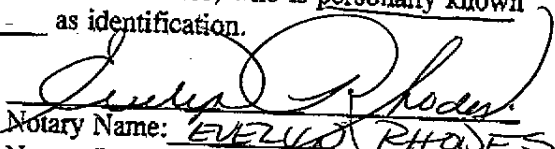
IN WITNESS WHEREOF, I have hereunto subscribed my name this 8<sup>th</sup> day of August, 2001.

  
Georgi ZacZac, Jr., an Authorized Representative

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 8<sup>th</sup> 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 as provided for in Chapter 608, F.S.*

  
Paul Krasker, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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