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REFERENCE : 905828 6471A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 155.00

ORDER DATE : October 11, 2001

ORDER TIME : 4:27 PM

ORDER NO. : 905828-015

CUSTOMER NO: 6471A

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CUSTOMER: Ms. Cathy Santos
Mateer & Harbert, P.a.

P. O. Box 2854

Orlando, FL 32802-2854

DOMESTIC FILING

NAME: DENIM OUTLET, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

APPROVED
AND
FILED
01 OCT 11 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
01 OCT 11 PM 4:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
10-12-01

**ARTICLES OF ORGANIZATION
OF
DENIM OUTLET, LLC**

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

ARTICLE I - NAME

The name of the limited liability company shall be Denim Outlet, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 7509 Exchange Drive, Orlando, Florida 32809.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual commencing on the date these Articles of Organization are filed by the Florida Department of State unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations of the Company.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Thomas R. Harbert, Esq., Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - MANAGEMENT

The Company shall be managed by its members and the names and addresses of the members are as follows:

Vera J. Steinfeld
7509 Exchange Drive
Orlando, Florida 32809

Vera J. Steinfeld owns 100% of the voting and economic interests in the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has made and subscribed these Articles of Organization this 10th day of October, 2001.


THOMAS R. HARBERT, Esq. as authorized
representative of Vera J. Steinfeld

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Section 608.415, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Denim Outlet, LLC
2. The name and address of the registered agent and office is: Thomas R. Harbert, Esq., Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named 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 as registered agent.

Dated: October 10, 2001.


Thomas R. Harbert, Esq.

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FILED
01 OCT 11 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA