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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : BROAD AND CASSEL - MIAMI
Account Number : I19990000191
Phone : (305) 373-9400
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AL

LIMITED LIABILITY COMPANY

BBI RETAIL, L.L.C.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
BBI RETAIL, L.L.C.**

ARTICLE I – Name:

The name of the Limited Liability Company is BBI Retail, L.L.C. (the "Company").

ARTICLE II—Address:

The mailing address and street address of the principal office of the Company is 3000
N.W. 10th Avenue, Miami, Florida 33172. DEC

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV – Management:

The Company is to be managed by the members and the name and address of the initial managing member is:

Perry Ellis International, Inc.
3000 N.W. 10th Avenue
Miami, Florida 33172

ARTICLE IV – Members’ Rights to Continue Business:

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:

**PERRY ELLIS INTERNATIONAL, INC., a
Florida corporation**

Dated: Oct. 25, 2001

By: Anthony P. Trueta
Name: Anthony P. Trueta
Title: VP FINANCE

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: BBI RETAIL, L.L.C.
2. The address of the registered agent and office is: B & C Corporate Services, Inc.,
201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.

B & C CORPORATE SERVICES, INC.,
a Florida corporation

By: _____

Annette Deleon, Vice President

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