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LAW OFFICES
KROOP & SCHEINBERG, P.A.
SOUTH BAY CLUB SUITE 100
100 WEST AVENUE
MIAMI BEACH, FLORIDA 33139

RICHARD I. KROOP
ALSO ADMITTED IN COLORADO

BRUCE J. SCHEINBERG
CERTIFIED FAMILY MEDIATOR
COUNTY CIVIL COURT MEDIATOR

AREA CODE 305
538-7575

FAX
AREA CODE 305
538-4676

January 4, 2002

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Organization
Denim Plus, LLC

500004756715--6
-01/07/02--01093--003
****125.00 ****125.00

Gentlemen:

Enclosed herein please find an original and one copy of the Articles of Organization of the above-named corporation to be filed in your office, together with my check in the sum of \$125.00 for cost of same.

Kindly return one certified copy of the Articles directly to this office.

Thank you for the courtesies extended, I remain

Very truly yours,

KROOP & SCHEINBERG, P.A.

By: 
Richard I. Kroop

RIK:bg
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OK

ARTICLES OF ORGANIZATION

OF

DENIM PLUS, LLC

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

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be DENIM PLUS, LLC.

ARTICLE II: PURPOSE

The purpose for which this Limited Liability Company is organized to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Company is 1521 Washington Ave. Miami Beach, Florida 33139

ARTICLE IV: TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

ARTICLE V: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company in the State of Florida is 1521 Washington Ave, Miami Beach, Florida, 33139.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VII: ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is:

AVI NAYMARK
MICHAEL KROSHINSKY
1521 Washington Ave
Miami Beach Florida 3313

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 4 day of JANUARY, 2002.

Avi Naymark AVI NAYMARK
Michael Kroshinsky MICHAEL KROSHINSKY

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 4th day of JANUARY, 2002, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared AVI NAYMARK AND MICHAEL KROSHINSKY known to me to be the persons described herein and who executed the foregoing instrument, who acknowledged before me that they executed the same, who are personally known to me, or () who has produced _____ as identification, and who did take an oath.

[Signature]
Notary Public, State of Florida

REGISTERED AGENT'S ACCEPTANCE

The undersigned, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.



(Name) RICHARD KROOP

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TALLAHASSEE, FLORIDA