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PAYTON & CARLSON, P.A.
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ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

December 18, 2001

VIA FEDERAL EXPRESS

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

700004732437--4
-12/19/01--01028--002
****160.00 ****160.00

Attention: Articles of Incorporation Filing

*Re: Nautica USA, Inc.
Our File No. 0320.04*

Dear Sir or Madam:

Enclosed for filing you will please find an original Articles of Organization that are effective as of December 17, 2001; and our check in the amount of \$160.00 for the following:

1. \$100.00 Filing fee;
2. \$25.00 Designation of registered agent;
3. \$30.00 certified copy; and
4. \$5.00 certificate of status.

Also enclosed is a self-addressed Federal Express airbill and envelope. Thank you very much.

Sincerely,

Curtis Carlson
Curtis Carlson

EFFECTIVE DATE
12/17/2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 19 AM 11:58
WJ 11/16



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2001

CURTIS CARLSON
PAYTON & CARLSON, P.A.
ONE SOUTHEAST THIRD AVENUE, SUITE 1200
MIAMI, FL 33131

SUBJECT: NAUTICA, LLC
Ref. Number: W01000029199

We have received your document for NAUTICA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 301A00066817

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 19 AM 11:58

ARTICLES OF ORGANIZATION

OF

NAUTICA, LLC

I, the undersigned member, hereby make, subscribe and acknowledge, and file with the Department of State of the State of Florida these Article of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the limited liability company is:

NAUTICA, LLC

ARTICLE II - ADDRESS

The mailing address and street address of this limited liability company is:

Suite E-17
6135 NW 167 Street
Miami, Florida 33015

ARTICLE III- REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be Suite 1200, One Southeast Third Avenue, Miami, Florida 33131, and the name of its initial registered agent at such address is Curtis Carlson.

ARTICLE IV - MANAGEMENT

The limited liability company is to be managed by its members.

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01 DEC 19 AM 11:58
EFFECTIVE DATE
12/17/2001

ARTICLE VI- MEMBERS

The initial members of the limited liability company are:

Franco Rossi, Sr.

Debra Young

Franco Rossi, Jr.

Nautica USA, Inc.

The members may admit additional members upon a vote of a majority of the equity interests in the company. The remaining members of the limited liability of the company may continue the business in the event of 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 the limited liability company.

ARTICLE VII- EFFECTIVE DATE

The effective date of these Articles of Organization December 17, 2001. The period of the duration of this limited liability company is perpetual.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MEMBER:


DEBRA YOUNG

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 19 AM 11:58

ACKNOWLEDGMENT OF REGISTERED AGENT

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 as registered agent as provided for in Chapter 608, F.S.

Curtis Carlson

Curtis Carlson
One Southeast Third Avenue
Suite 1200
Miami, FL 33131

FILED
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01 DEC 19 AM 11:59