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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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LIMITED LIABILITY COMPANY

SHOPS ON THE AVENUE L.L.C.

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*ARTICLES OF ORGANIZATION  
OF  
SHOPS ON THE AVENUE L.L.C.*

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name.** The name of the limited liability company is *SHOPS ON THE AVENUE L.L.C.*
2. **Duration.** The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Mailing Address and Street Address.** The Company's mailing and street address is 2742 Biscayne Blvd., Miami, FL 33137
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Ruben Matz. The street address of the initial registered agent of the company is 2742 Biscayne Blvd., Miami, FL 33137.
5. **Additional Members.** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

Prepared by: Richard Wasserstein

Wasserstein Law Building

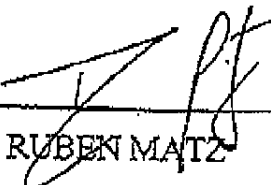
913 Normandy Drive (71 St. Street)

Miami Beach, Florida 33141

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6. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. **Management of the Company.** The management of the limited liability company is reserved to the members. The following persons will initially be the day-to-day managing members:
1. Ruben Matz, 2742 Biscayne Blvd., Miami,  
FL 33137.
  2. Isaac Matz, 2742 Biscayne Blvd.,  
Miami, FL 33137
8. **Regulations.** The members shall have the power to adopt, alter, amend, or repeals regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on March 1, 2002.

  
RUBEN MATZ  
ISAAC MATZ

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TALLAHASSEE, FLORIDA

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*CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE*

Pursuant to the Provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is:

SHOPS ON THE AVENUE L.L.C.

2. The name and address of the Registered Agent and office is:

Ruben Matz

2742 Biscayne Blvd.

Miami, FL 33137

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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.

Dated this 1<sup>st</sup> day of March 2001.

  
RUBEN MATZ

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