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AUTHORIZATION :

Patricia Pizito

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : June 28, 2002

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CUSTOMER NO: 7231962

CUSTOMER: Steven R. Kozlowski, Esq
The Kozlowski Law Firm, P.a.
Suite 208
927 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: INTUITION BEACHWEAR, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: _____

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J. BRYAN JUL - 1 2002

**ARTICLES OF ORGANIZATION
OF INTUITION BEACHWEAR, L.L.C.**

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 Intuition Beachwear, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

Intuition Beachwear, L.L.C.
2326 Swanson Ave.
Miami, FL 33133

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Steven Robert Kozlowski, Esq.
Kozlowski Law Firm, P.A.
927 Lincoln Rd. Suite 208
Miami Beach, FL 33139

ARTICLE V -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members 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. The names and addresses of the members of the company are:

Jennifer Nancy Matthews
2326 Swanson Ave.
Miami, FL 33133

Janet Jorgulesco
1551 Michigan Ave. #1
Miami Beach, FL 33139

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The undersigned organizers have made and subscribed these articles of organization at Miami Beach, Florida, on this 24th day of June, 2002.

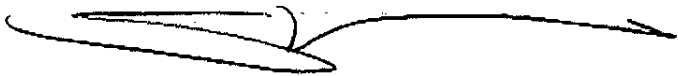

Jennifer Nancy Matthews


Janet Jorgulesco

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Intuition Beachwear, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Steven Robert Kozlowski, Esq.
Kozlowski Law Firm, P.A.
927 Lincoln Rd. Suite 208
Miami Beach, FL 33139
Registered Agent

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