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LIMITED LIABILITY COMPANY

ATLANTA FASHION, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
ATLANTA FASHION, LLC**

The undersigned hereby subscribes to these Articles of Organization for a Limited Liability Company under the Laws of the State of Florida.

ARTICLE I

The name of this limited liability company is: **ATLANTA FASHION, LLC**

ARTICLE II

The mailing address of the principal office of this limited liability company shall be **777 NW 72nd AVE # 1 BB-25 MIAMI, FL 33126** and such other place or places as the members from time to time may determine.

The name and address of the initial registered agent is:

**LUIS ABAD
777 NW 72nd AVE # 1 BB-25
MIAMI, FL 33126**

ARTICLE III

The period of duration for the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State Of Florida. The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Secretary of State. This limited liability company may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, and to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 SEP 30 AM 9:10

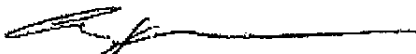
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ARTICLE VIII

These articles may be amended at any time by the unanimous consent of the members as deemed appropriate to facilitate the accomplishment of the purpose of the limited liability company, and the amendment shall be executed and duly filed with the Florida Department of State.



Authorized representative of a member
Luis Abad

September 30, 2002

Date

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ARTICLE IV

The members with voting power prorata to their interest shall manage the Limited Liability Company. The rights and duties of the members shall be set forth in the regulations of this limited liability company which are incorporated herein by reference. The names and addresses of the initial members of this limited liability company are:

FABIO KARIM KHOURI	777 NW 72nd AVE # 1 BB-25 MIAMI, FL 33126
RICHARD KARIM KHOURI	777 NW 72nd AVE # 1 BB-25 MIAMI, FL 33126
ALEX KARIM KHOURI	777 NW 72nd AVE # 1 BB-25 MIAMI, FL 33126
JOSEPH KHOURI	777 NW 72nd AVE # 1 BB-25 MIAMI, FL 33126

The name and address of the managing member is:

JOSEPH KHOURI
777 NW 72nd AVE # 1 BB-25
MIAMI, FL 33126

ARTICLE V

In the event of withdrawal, retirement, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member. This limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ARTICLE VI

The members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company, which shall be consistent with the law or the articles.

ARTICLE VII

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member.

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

PURSUAT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATION TO REGISTERED OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: ATLANTA FASHION, LLC

The name and address of the registered agent and office is:

LUIS ABAD
777 NW 72nd AVE # 1 BB-25
MIAMI, FL 33126

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Signature of Registered Agent

September 30, 2002

Date

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