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1/22/04

LIMITED LIABILITY COMPANY

GLOBALUS LIMITED INTERNATIONAL, LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

GLOBALUS LIMITED INTERNATIONAL, LLC

THE UNDERSIGNED incorporator, for the purpose of forming a Limited Liability Company under Chapter 605 of the Florida Statutes, hereby adopt(s) the following Articles of Origination

ARTICLE I

The name of the limited liability company shall be
GLOBALUS LIMITED INTERNATIONAL, LLC

ARTICLE II

The principal place of business and mailing address of this company shall be:

5100 NORTH OCEAN BLVD. #1606
FT. LAUDERDALE, FLORIDA 33308

ARTICLE III

For the practice of matters regarding sales and manufacturing of clothing.

ARTICLE IV

The name and street address of the initial Registered Agent of this company shall be: Laurie S. Whittaker, 1065 N.E. 125th Street, Suite 300, North Miami, Florida 33161.

ARTICLE V

The initial Board of Directors shall consist of a total of one (1) and the name(s) and addresses of the person(s) who are to serve as initial directors and officers are:

Carl E. Behr, Director,

5100 North Ocean Blvd. , #1606

Ft. Lauderdale, FL 33308

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ARTICLE VI

The name, title and address of the officer(s) of this *Company* shall be:



Carl E. Behr, President, Vice Pres., Secretary, Treasurer
5100 North Ocean Blvd., #1606
Ft. Lauderdale, FL 33308

ARTICLE VII

The name and address of the incorporator executing these Articles of Organization is:

LAURIE S. WHITTAKER, ESQ.
WHITTAKER & WHITTAKER, P.A.
1065 N.E. 125th Street, #300
North Miami, Florida 33161

The undersigned have executed these Articles of Organization this 17th day of January, 2003.


Incorporator
LAURIE S. WHITTAKER, ESQ. and

CARL E. BEHR, President
Member

Prepared by:
Laurie S. Whittaker
Whittaker and Whittaker, P.A.
1065 N.E. 125th St., #300
North Miami, FL 33161

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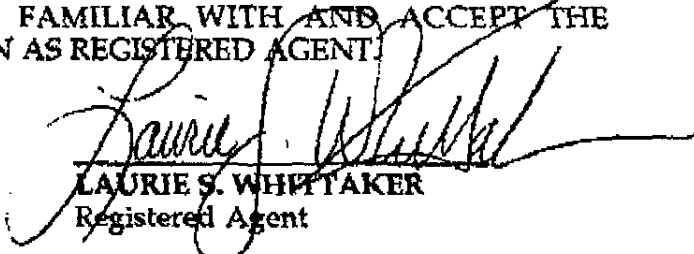
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section _____, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

First, that **GLOBALUS LIMITED INTERNATIONAL, LLC** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization has named **LAURIE S. WHITTAKER, 1065 N.E. 125TH STREET, NORTH MIAMI, FL 33161**, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


LAURIE S. WHITTAKER
Registered Agent

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Prepared by:
Laurie S. Whittaker,
WHITTAKER AND
YOUNG, P.A.
North Miami, FL
33161

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