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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ARIAS TOVAR & ASSOCIATES, P.A. DORAL OFFICE
Account Number : I20010000086
Phone : (305) 477-7104
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621/29
03 JAN 29 AM 8:46
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LIMITED LIABILITY COMPANY

EUROMODE USA, LLC

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Certificate of Status	0
Certified Copy	1
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Jan. 28. 2003 7:32PM

No. 1971 P. 2

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ARTICLES OF ORGANIZATION
OF
EUROMODE USA, LLC

The Undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named EUROMODE USA, LLC.

ARTICLE I: NAME

The name of the Company shall be: EUROMODE USA, LLC.

ARTICLE II: PRINCIPAL OFFICE

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

2400 Brickell Ave., Suite 306D, Miami, FL 33129

ARTICLE III: DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV: PURPOSE

This company is organized for the purpose of designing, manufacturing and commercializing, as well as representing clothing and shoes and other related products for ladies, gentlemen and children. This company will also engage in any activity related to this field, like art and design items, interior decoration and household designs, graphic design projects, as well as, other imported garments and fabrics and / or other related products for the general commercialization, import-export of any other items, and for all lawful business in the United States and abroad.

ARTICLE V: MANAGEMENT

The company shall be managed by one or more managers and is therefore a manager - managed company. The initial members / managers of the company shall be three (3) to hold office until their successor(s) have been duly elected and qualified, or until their earlier resignation, removal from office or death. All members / managers are hereby authorized to represent the company in any and all legal act or contract with third parties. The number of managers may increase or decrease in accordance with the procedure stated in the By-Laws of the company.

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The names and addresses of the initial Members / Managers are:

Edmundo J. Gugliotta ,	2400 Brickell Ave., Suite 306D, Miami, FL 33129
Marzia Delle Cave de Gugliotta,	2400 Brickell Ave., Suite 306D, Miami, FL 33129
Angel A. Gugliotta,	2400 Brickell Ave., Suite 306D, Miami, FL 33129

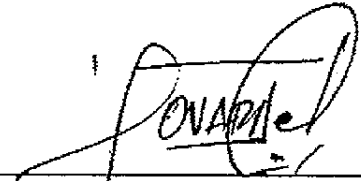
ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

José G. Tovar.
Arias Tovar & Associates, P.A.
8180 NW 36th Street, Suite 100
Miami, Florida 33166

Having been named as registered agent and to accept service of process for the above stated 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.

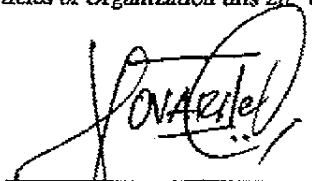
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Signature of Registered Agent

Date: January 28, 2003

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization this 28th day of January 2002



Signature of Member or Authorized Representative of a Member

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