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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

francesca romana, llc

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DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

FRANCESCA ROMANA, LLC

(6)

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03 FEB 18 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a liability limited company pursuant to the Laws of the State of Florida (Ch. 608, Florida Statutes) which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The undersigned member further make, subscribe, acknowledge and submit the following Articles of Organization which shall be the Charter and authority for the conduct of the business of this limited liability company.

ARTICLE I - NAME

The name of this limited liability company is, and shall be, **FRANCESCA ROMANA, LLC** (hereinafter referred to as the "Company").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Company shall be 350 Washington Avenue, Suite 1, Miami Beach, Florida 33139, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III - NATURE OF BUSINESS

This Company is organized for the purpose of transacting any and all lawful business, and in special, to promote and distribute with exclusivity all the

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[Handwritten signature]

products under the trademark Francesca Romana and "FR" in the territory of the USA.

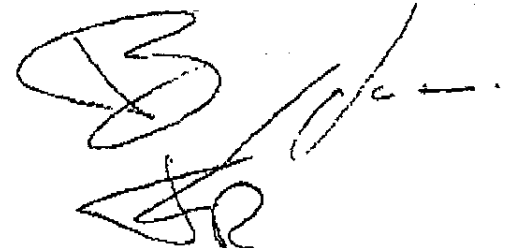
ARTICLE IV - DURATION

The Company is in existence since time of filing of these Articles of Organization with the Department of State and shall exist perpetually, unless unanimously agreed otherwise by the members.

ARTICLE V - CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of ONE THOUAND AND FIVE HUNDRED us DOLLARS (\$ 1,500.00) and shall be paid by the members of this Company in the percentages specified below:

Name	Capital Contribution	Percentage
BRUNO GAGLIANI 5310 North Bay Road Miami Beach, Florida 33140	\$ 500	33,33%
FRANCESCA ROMANA DIANA Praia do Flamengo, 284, Apt. 402 CEP 22210-030 Rio de Janeiro, Brasil	\$ 500	33,33%
FABRIZIO GIANNONE Rua Estados Unidos, 1140 CEP 01427-001 Sao Paulo, Brasil	\$ 500	33,33%
Total	\$ 1,500	100%

Handwritten signature and initials, possibly "B" and "FR", in dark ink.

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ARTICLE VI - RESTRICTIONS ON THE TRANSFER OF INTEREST

Membership interest may not be assigned or otherwise transferred to any third parties, unless such interest is first offered to the remaining members or to this Company. The price and terms at which, and the time within which such interest may be offered and sold shall be further specified by written agreement among all the members and this Company.

No person may be admitted as a new member unless by unanimous written consent of the members. Capital contributions required of new members shall be determined as of the time of their admission to this Company.

ARTICLE VII - MANAGEMENT

This Company shall be managed and its powers exercised by the members, and is therefore a member-managed company. The decisions of the managing members shall be made either by majority of votes either by unanimous written consent, as provided for in the Members Operating Agreement.

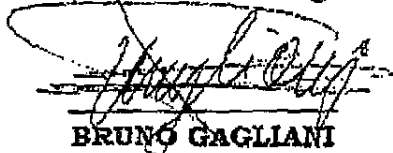
**ARTICLE VII- REGISTERED AGENT, REGISTERED OFFICE, AND
REGISTERED AGENT'S SIGNATURE**

The name of the registered agent of this Company is **BRUNO GAGLIANI**. The street address of the registered agent of this Company is 5310 North Bay Road, Miami Beach, Florida 33140.

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 appointments 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.


Registered Agent's Signature

IN WITNESS WHEREOF, the undersigned member have executed the Company have executed these Articles of Organization on the 8th day of January, 2003.


BRUNO GAGLIANI

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, an officer duly authorized in the State of aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Bruno Gagliani, to me known to be the person described in, and who has acknowledged the foregoing Articles of Organization, and who executed the same for the purposes therein expressed and under no duress and/or undue influence.

WITNESS my hand and official seal in the County and State last aforesaid on this

NOTARY PUBLIC
State of Florida at Large

NJS
My commission expires:

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