

03-02-27 17:30 TO- 18502050383-4152

FROM- Weissman Derv. etc. P01/04 T-054 U-148

DIVISION OF CORPORATIONS

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

From:

Account Name : STEVEN E. EISENBERG, ATTORNEY
Account Number : I19990000025
Phone : (954) 981-6533
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

FAY MANUFACTURING USA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION OF FAY MANUFACTURING USA, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I

The name of the limited liability company (hereinafter referred to as the "Company")

FAY MANUFACTURING USA, LLC

ARTICLE II:

The mailing address and street address of the principal office of the Company is:

FAY MANUFACTURING USA, LLC

1507 20th Street

Vero Beach, Florida 32960

ARTICLE III

The name and the Florida street address of the initial registered agent are:

JEFFREY SAULL

790 A1A

Vero Beach, FL

ARTICLE IV

The Company is to be managed by it's members.

ARTICLE V

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE VI

Any Operating Agreement as defined in F. S. 608.402(24) relating to this Limited Liability Company must be in writing.

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ARTICLE VII

The duration of the Company is Perpetual

ARTICLE VIII

The admission of members to the limited liability company shall be permitted upon such terms and conditions as may be approved by the majority vote of the members.

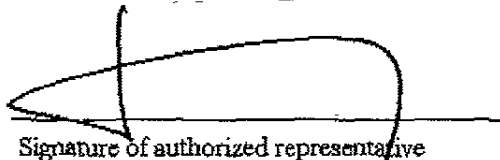
ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE X

These Articles, may be amended at any time by a majority vote of all of the members and such amendment shall be filed with the Florida Department of State.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 27th day of Febr, 2003.


Signature of authorized representative

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

Steven E. Eisenberg
Steven E. Eisenberg, Esq.
Typed or printed name of signee

'03-02-27 17:31 TO- 18502050383-4152

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
RESIDENT AGENT/REGISTERED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT OF DESIGNATION OF THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is:

FAY MANUFACTURING USA LLC

2. The name and address of the registered agent and Office is:

JEFFREY SAULL

790 A1A

Vero Beach, FL 32960

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

Dated this 27th day of February 2003


JEFFREY SAULL, Registered Agent

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