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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-26816

J. BRYAN NOV 13 2003

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TRANSMITTAL LETTER

September 12, 2003

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

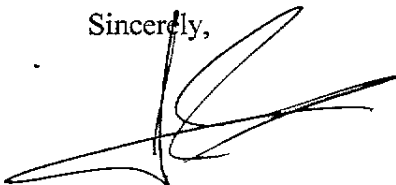
SUBJECT: Arol Fashion, L.L.C.

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosed please find an original domestication an original of the articles of organization of the above referenced company. Also please find attached a check in the amount of \$210.00 (\$50.00 for the domestication fee and \$160.00 for the filing of the articles along with a certified copy and a certificate of status.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



Frank E. Amsalem, Esq.

FEA/fa
Encl.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 18, 2003

AROL FASHION, L.L.C.
5220 NW 72ND AVE., UNIT A2
MIAMI, FL 33166

SUBJECT: AROL FASHION, L.L.C.
Ref. Number: W03000026816

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for AROL FASHION, L.L.C. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies can't Domesticate no provision for this. They can do a Conversion.,

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 503A00051838

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FIRST: The name of the unincorporated business immediately prior to filing this document was:


AROL FASHION, L.L.C.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: OCTOBER 23, 2002
B. Jurisdiction: NEW YORK
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

AROL FASHION, L.L.C.


Signature of a Member or an Authorized Representative of a Member
(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.)

OLIVIA (MORON)
Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION OF
AROL FASHION, L.L.C..**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned member(s)/manager(s), for the purpose of forming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of Limited Liability Companies adopt the following articles of organization:

ARTICLE I. NAME

The name of the limited liability company shall be: **AROL FASHION, L.L.C..**

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and the mailing address of the limited liability company's initial principal office shall be **5220 NW 72d Ave, Unit A2, Miami, FL 33166.**

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by one (1) manager. The names and addresses of the persons who shall serve until the first annual meeting of members or until a successor who is as follows:

1. **Armand Olivier Chocron, 5220 NW 72d Ave, Unit A2, Miami, FL 33166.**

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the majority of members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. DURATION

The limited liability company shall exist until **December 31, 2063**, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The name and the street address of the initial registered agent of the limited liability company shall be: **Olivier Chocron, 5220 NW 72d Ave, Unit A2, Miami, FL 33166.**


The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **AROL FASHION, L.L.C.**

September 12, 2003


Olivier Chocron

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Dated: 12 September, 2003


Olivier Chocron