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## LIMITED LIABILITY COMPANY

Worth Avenue Holdings, LLC

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3/1/04

**ARTICLES OF ORGANIZATION**  
**FOR**  
**WORTH AVENUE HOLDINGS, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be:

**Worth Avenue Holdings, LLC**

2. **Principal Office and Mailing Address.** The mailing address of this company is:  
795 5<sup>th</sup> Avenue  
New York, NY 10021

3. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is Garbis Dogramaciyan, 1635 Lands End Road, Point Manalapan, Florida 33462.

4. **Non-Liability and Indemnification.**

A. No member with whom the duty for the management of this company is vested shall be personally liable to this company or its other members for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of said member's duty of loyalty to the company or its other members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the member derived an improper personal benefit or a wrongful distribution in violation the Florida Limited Liability Company Act.

B. Each person who is or was a member of this company (and the heirs, executors, personal representatives, administrators, or successors of such person) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a member of this company or is or was serving at the request of this company as a manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by this company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Section, the Indemnitee shall also be entitled to have paid directly by this company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized

applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Section shall be a contract right.

C. This company may, by action of the members, provide indemnification to such of the members, managers, officers, employees and agents of this company to such extent and to such effect as this company shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization, or Operating Agreement of this company.

E. No repeal or amendment of this Section of these Articles of Organization by the members of this company shall adversely affect any right or protection of any member, manager, officer, employee or agent of this company existing as of or prior to such repeal or amendment.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 9<sup>th</sup> day of March, 2004.

  
Peter P. Lindley, Esq.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **Worth Avenue Holdings, LLC**, 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.

*Mar. S. On*  
*Gerbis Dogramaciyon*