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TALLAHASSEE, FLORIDA

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May 26, 2004

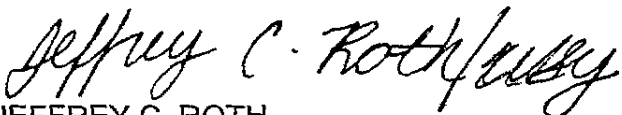
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Chameleon Collection, L.L.C.

Dear Sir:

Enclosed are duplicate originals of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$125.00, representing your filing fee. Please file the enclosed articles of organization and forward me written confirmation of the same. Thank you for your anticipated prompt attention to the foregoing.

Very truly yours,


JEFFREY C. ROTH

JCR:gkm
ENCLS.

cc: Mr. Jerry Chafetz (w/encls. by fax to 305-758-8750)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CHAMELEON COLLECTION, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be CHAMELEON COLLECTION, L.L.C.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 5582 NE Fourth Court, Loft Six, Miami, FL 33137, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name and address of the original registered agent of this Limited Liability Company is Jeffrey C. Roth, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

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ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member(s) in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name(s) and address of the member(s) of this Limited Liability Company are:

NAME

Jerry Chafetz

ADDRESS

5582 NE Fourth Court, Loft Six
Miami, FL 33137

Michael Miarecki

5582 NE Fourth Court, Loft Six
Miami, FL 33137

Haygo Demir

5582 NE Fourth Court, Loft Six
Miami, FL 33137

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Jerry Chafetz, as its special manager to carry out, subject to the direction of the members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.


ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

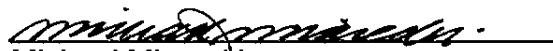
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors of assets provided in dissolution.

ARTICLE IX
AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, has executed these Articles of Organization on May 21, 2004.


Jerry Chafetz


Michael Miarecki


Haygo Demir

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of May, 2004, by Jerry Chafetz. He is personally known to me or who produced _____ as identification, and did take an oath.

My Commission Expires:



Adria Zambrano
Commission #DD149807
Expires: Sep 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]

Notary Public, State of Florida

Notary's printed name & address:

Adria Zambrano
1826 Biarritz Dr.
Miami Beach, FL 33141

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of May, 2004, by Michael Miarecki. He is personally known to me or who produced _____ as identification, and did take an oath.

My Commission Expires:



Adria Zambrano
Commission #DD149807
Expires: Sep 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]

Notary Public, State of Florida

Notary's printed name & address:

Adria Zambrano
1826 Biarritz Dr.
Miami Beach, FL 33141

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of May, 2004, by Haygo Demir. He is personally known to me or who produced _____ as identification, and did take an oath.

My Commission Expires:



Adria Zambrano
Commission #DD149807
Expires: Sep 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]

Notary Public, State of Florida

Notary's printed name & address:

Adria Zambrano
1826 Biarritz Dr.
Miami Beach, FL 33141

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TALLAHASSEE, FL

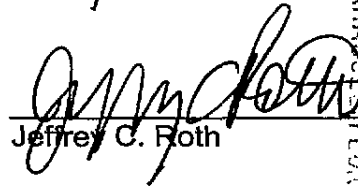
OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

CHAMELEON COLLECTION, L.L.C.

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 in Section 608 of the Florida Statutes.

Dated this 21st day of May, 2004


Jeffrey C. Roth

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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