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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

ANDALUZIA COUTURE, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

ANDALUZIA COUTURE, L.L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is 19595 NE 10th Avenue, Bay A, North Miami Beach, FL 33179. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE III - Duration

This Limited Liability Company is to exist in perpetuity. The remaining member(s) may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a Manager, and the name and address of the initial Manager is:

Name

Address

Samuel A. Birch

19380 Collins Avenue, Apt. 906
Sunny Isle Beach, FL 33160

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ARTICLE V - Membership

Initially, the Limited Liability Company shall have three members. The name and address of the members are:

<u>Name</u>	<u>Address</u>
KALA, Inc.	710 South Dixie Highway Coral Gables, FL 33146
Cindy Ching Yi Lu	17 Pinehurst Lane Newport Beach, CA 92660
Samuel A. Birch	19380 Collins Avenue, Apt. 906 Sunny Isle Beach, FL 33160

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All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

ARTICLE VI - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement or regulations adopted by the members.

ARTICLE VII - Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Operating Agreement or regulations adopted by the members.

ARTICLE VIII - Initial and Authorized Capital

The amount of capital with which this Limited Liability Company will begin business is not less than \$100.00 to be contributed as set out in Article IV. The authorized capital shall be \$1,000,000.00, but may be increased by amending these articles as provided in Article IX.

ARTICLE IX - Amendment

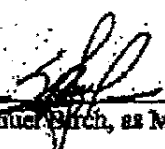
These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

ARTICLE X - Registered Office and Registered Agent

That Andaluza Couture, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Fernando S. Arm as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 710 South Dixie Highway, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County State of Florida, this 31 day of August.

Andaluza Couture, L.L.C., a Florida limited liability company

By: 
Samuel Blitch, as Manager

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MIAMI-DADE COUNTY
FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.001, Florida Statutes, the following is submitted:

FIRST: That Andalusia Couture, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Fernando S. Aran as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Fernando S. Aran
Registered Agent

8/31/04

Date

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