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**LIMITED LIABILITY COMPANY**

**infinity brands, llc**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

INFINITY BRANDS, LLC

A Florida Limited Liability Company

WE, THE UNDERSIGNED subscriber members of the Articles of Organization, on behalf of the member subscribers, for the purpose of forming a Limited Liability Company, under the Laws of the State of Florida, pursuant to the Florida Limited Liability Company, Act, state:

ARTICLE ONE

Name: The name of the Limited Liability Company is: INFINITY BRANDS, LLC.

ARTICLE TWO

Address: The mailing address and street address of the principal office of the Limited Liability Company is: 5800 SW 116 Street, Coral Gables, FL 33156.

ARTICLE THREE

Registered Agent, Registered Office and Registered Agent Signature:

The name and the Florida street address of the Registered Agent are:

SILVIO LEAL  
5800 SW 116 Street  
Coral Gables, FL 33156

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 605, F.S.

SILVIO LEAL

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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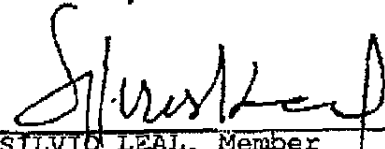
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either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Company, or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges, which a limited liability company may now or hereafter be organized to do or to exercise under the laws governing limited liability companies of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida. The Company may buy, convey, sell, lease, rent, encumber, mortgage, deal in or otherwise dispose of real or personal property, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenience to the attainment of the purposes of this Company and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a Company organized under the Limited Liability Company Act of this state.

#### ARTICLE TEN

The regulations may prescribe the contributions required of the member. The regulations may prescribe a reduction and loss of membership for failure to pay a required contribution after notice.

IN WITNESS WHEREOF, We have set our hands and seals in Miami-Dade County, Florida, this 15 day of September, 2004.

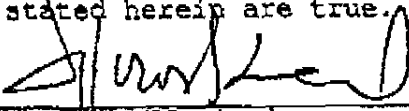
  
SILVIO LEAL, Member

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TALLAHASSEE, FLORIDA

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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.

  
SILVIO LEAL, Member

#### ARTICLE FOUR

MANAGEMENT: The Company shall be managed by the Managing Member appointed by the Members and any Managing Member may delegate duties to designated agent or agents. The initial Managing Member to serve until the first annual meeting by members or until his successor is elected and qualify as follows: SILVIO LEAL.

#### ARTICLE FIVE

Duration: The Company shall commence existence upon the filing of these Articles of Organization with the Secretary of State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

#### ARTICLE SIX

Subscriber: Names and Post Office addresses of the Subscriber Members to these Articles of Organization are:

SILVIO LEAL  
5800 SW 116 Street  
Coral Gables, FL 33156

#### ARTICLE SEVEN

The Members are authorized to make regulations that shall govern the Company and to amend them from time to time.

#### ARTICLE EIGHT

After the initial membership, additional members may not be admitted except on the written consent of a majority of the existing members. A member may not transfer its interest without written consent of a majority of the remaining members. In the event of an Assignment or if a member ceases to have an interest in the Company, the Company shall still continue. The remaining members of the limited liability company shall 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.

#### ARTICLE NINE

The purpose of the Company shall be to such extent as a limited liability company organized under the Florida Limited Liability Company Act Law of this state may now or hereafter lawfully do,

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STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, this day personally appeared SILVIO LEAL, member, known to me to be the person(s) who executed the foregoing Articles of Organization of INFINITY BRANDS, LLC, and acknowledged before me that he executed the same for the purposes therein expressed, and who is personally known to me or who has produced \_\_\_\_\_ as identification and who did \_\_\_\_\_ take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 15 day of June, 2004.

  
NOTARY PUBLIC

My Commission Expires:



MILAGROS R. VAZQUEZ, ESQ.  
717 Ponce De Leon Blvd. #209  
Coral Gables, Florida 33134  
(305) 446-4555

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