

02-01-06

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Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

VENUS HOLDING COMPANY, LLC

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ARTICLES OF ORGANIZATION

OF

VENUS HOLDING COMPANY, LLC

Pursuant to the Florida Limited Liability Company Act, Ch. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I NAME

The name of this limited liability company (the "Company") shall be VENUS HOLDING COMPANY, LLC.

ARTICLE II ADDRESS

The mailing address and the street address of the principal office of this Company shall be 11711 Marco Beach Drive, Jacksonville Florida 32224.

ARTICLE III REGISTERED AGENT

The initial registered office of this Company shall be 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

ARTICLE IV MANAGEMENT OF THE COMPANY

This Company will be a manager-managed company in accordance with and subject to the requirements of the Act and the operating agreement of this Company, and its initial manager shall be:

DARYLE V. SCOTT

Manager

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IN WITNESS WHEREOF, the undersigned, being the sole member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

Dated this 30 day of NOVEMBER, 2005

VENUS SWIMWEAR, INC.,
a Florida corporation
Its Member

By: William Hillgass
William Hillgass, Vice President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

VENUS HOLDING COMPANY, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, INC., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 250C, Jacksonville, Florida 32202.

Dated this 30 day of November, 2005

VENUS SWIMWEAR, INC.,
a Florida corporation
Its Member

By: William Hille

William Hille, Vice President

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 1st day of February, 2006

MOTOLAW, INC.,
a Florida corporation

By: Robert G. Shaffer, II

Robert G. Shaffer, II, President

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