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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Ambra Shoes LLC**

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**ARTICLES OF ORGANIZATION  
OF  
AMBRA SHOES LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is AMBRA SHOES LLC (The company)

**ARTICLE II - ADDRESS**

The principal office of the company is:

c/o Marco Ferri, Esq.  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

The mailing address of the company is:

701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

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**ARTICLE III - REGISTERED AGENT AND OFFICE**

The company designates the offices of Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami FL 33131 as the street address of the initial registered office of the Company and names Intrastate registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV - DURATION AND CONTINUATION**

The period of the company's duration shall commence with the filing of these articles of organization with the Secretary of state, and shall continue perpetually, unless terminated in accordance with the company's operating agreement, or by the written agreement of a majority of ownership interest.

**ARTICLE V - MANAGEMENT**

The company shall be conducted, carried on, and managed by at least one Manager and is, therefore, a manager-managed Company. The manager(s) shall also have the rights and responsibilities described in the operating agreement of

the company, if applicable. The manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

#### **ARTICLE VI - MANAGERS**

The name and address of the sole manager of the company are:

**QUILICI, ALAIN**

Born: Lucca - Italy      Date: March 18, 1981

Address: Firenze - Italy, St. Conti Nr. 1

#### **ARTICLE VII - CORPORATE PURPOSE**

The company's primary purpose is the commercialization and the sale of leather goods, leather, footwear, apparel accessories and skins. The company may also develop import activities ancillary to its primary purpose. In connection with the development of the company's primary purpose, the company may open agency or distribution offices and retail centers in other countries, specifically including Canada.

The company may also undertake industrial, commercial and financial activities that are ancillary and complementary to the realization of the company's primary purpose, including, but not limited to financial participation or ownership in other companies. With respect to the aforementioned ancillary activities, they may not be carried out with the public, rather only for purposes of the development of the company's primary purpose. The company may also provide guarantees to third parties.

In the development of the aforementioned activities, the company shall pursue a policy of quality and of specialization.

#### **ARTICLE VIII - ADDITIONAL MEMBERS**

Additional members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new member, in the manner set forth in the operating agreement of the company, if applicable.

#### **ARTICLE IX - OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the operating agreement of the company shall be vested in the members of the company in the manner set forth in the operating agreement of the company, if any.

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**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal  
this 13<sup>th</sup> day of September, 2006.



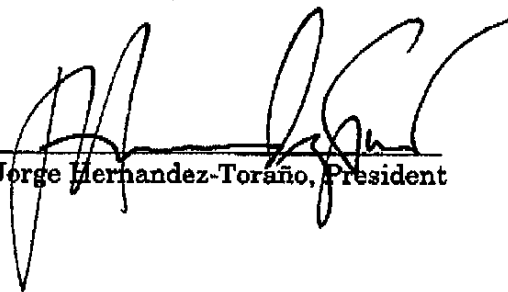
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Marco Ferri,  
Duly Authorized Representative of  
the Member(s)

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for AMBRA SHOES LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 13<sup>th</sup> day of September, 2006.

**INTRASTATE REGISTERED  
AGENT CORPORATION**

By:   
Jorge Hernandez-Torano, President

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