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FAX NO.

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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Fax Number : (850) 205-0383

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG  
Account Number : I19990000180  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**In Gear Licensing Partners, LLC**

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - Name:**

The name of the Limited Liability Company is:

In Gear Licensing Partners, LLC

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

16085 NW 52 Avenue  
Miami, Florida 33014**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Fieldstone Lester Shear & Denberg, LLPMichael J. Rosenbaum, Esq.

Name

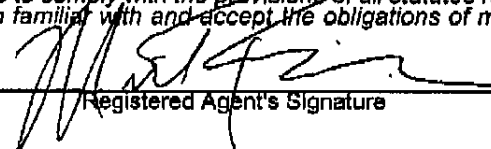
201 Alhambra Circle, Suite 601

Florida street address (P.O. Box NOT acceptable)

Coral Gables, Florida 33134

City, State, and Zip

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 608, F.S.

  
Registered Agent's Signature**Article IV - Management:**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

The initial managers of the Company are:

Kevin Fria  
16085 NW 52<sup>nd</sup> Avenue  
Miami, Florida 33014Ashok Tolani  
16085 NW 52<sup>nd</sup> Avenue  
Miami, Florida 33014Jacob Levy  
16085 NW 52<sup>nd</sup> Avenue  
Miami, Florida 33014  
Signature of a member or an authorized representative of a member.

(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.)

Michael J. Rosenbaum, Authorized Representative

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((H07000080613 3))

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Miami, Florida 33014

Jacob Levy  
16085 NW 52<sup>nd</sup> Avenue  
Miami, Florida 33014

  
Signature of a member or an authorized representative of a member.

(In accordance with section 808.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael J. Rosenbaum, Authorized Representative

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