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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Fashion Avenue USA, LLC

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**Articles of Organization
of
FASHION AVENUE, LLC
a Florida Limited Liability Company**

ARTICLE I

The name of the Limited Liability Company ("Company") shall be:

FASHION AVENUE, LLC

ARTICLE II

The initial street address and mailing address of the principal office of the Company is 3001 SW 3rd Avenue, Miami, FL 33129.

ARTICLE III

The name and Florida address of the Company's Registered Agent is:

David Everett Marko
c/o de la O, Marko, Magolnick & Leyton, P.A.
3001 S.W. Third Avenue
Miami, Florida 33129

ARTICLE IV

The Company shall be managed by managers unless otherwise stated in its operating regulations.

ARTICLE V

The Company's existence shall be perpetual.

ARTICLE VI

The officer(s), manager(s) and the member(s) shall not be personally liable for the debts, obligations, or liabilities of the Company.

ARTICLE VII

The power to amend, alter or repeal these Articles of Organization shall be vested in the member(s). The Articles of Organization may be amended, at any time, by

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unanimous vote of the members of the Company.

In accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 4th day of October, 2007.


David Everett Marko
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for FASHION AVENUE, LLC at the place designated in the Articles of Organization, 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.


David Everett Marko

Date: October 4, 2007

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