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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 474869 7108498

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 155.00

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ORDER DATE : August 10, 2010

ORDER TIME : 3:29 PM

ORDER NO. : 474869-005

CUSTOMER NO: 7108498

DOMESTIC FILING

NAME: W RETAIL GROUP, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

FOR

W RETAIL GROUP, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 10 AM 8:45

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608), hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "W RETAIL GROUP, LLC" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

c/o ATC Trustees (Bahamas) Limited
Providence House,
Ground Floor, East Wing,
East Hill Street,
Nassau, Bahamas
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.

The address of its registered office is:

Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Miami, Florida 33134

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.

7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.

8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

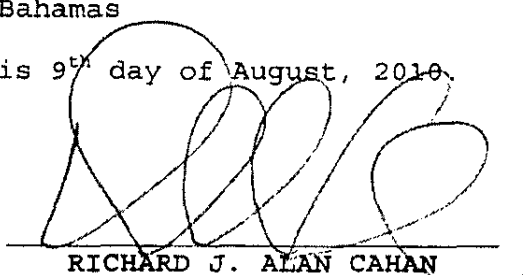
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The names and mailing addresses of the initial Managers of the Company are:

Regina Wellman
8931 N. W. 193rd Street
Miami, FL 33018

11. **Initial Members.** The names and addresses of the initial single members of the Company are as follows:

ATC Trustees (Bahamas) Limited as Trustee of
The Regina Investment Trust, a Trust organized
Under the Laws of the Bahamas
Providence House,
Ground Floor, East Wing,
East Hill Street,
Nassau, Bahamas

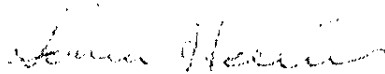
Dated this 9th day of August, 2010.



RICHARD J. ALAN CAHAN
As Authorized Signor
For the Single Member

State of Florida)
) ss
County of Miami-Dade)

The foregoing Articles of Organization were acknowledged before me this 9th day of August, 2010, by **RICHARD J. ALAN CAHAN**, as the single member, who is personally known to me.



Notary Public

Name of Notary: **SONIA HARRIS**

My Commission expires: _____



SONIA HARRIS
MY COMMISSION # DD 794894
EXPIRES: October 5, 2012
Bonded Thru Budget Notary Services

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.



RICHARD J. ALAN CAHAN
as Registered Agent

ACTIVE: W15889/315589:3058939_1