

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L11000063465
FILED 8:00 AM
May 31, 2011
Sec. Of State
kasaly**

Article I

The name of the Limited Liability Company is:

GALENWORKS L.L.C

Article II

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

1761 NOCATEE DRIVE
MIAMI, FL. 33133

The mailing address of the Limited Liability Company is:

1761 NOCATEE DRIVE
MIAMI, FL. 33133

Article III

The purpose for which this Limited Liability Company is organized is:

FOR THE MANUFACTURE, LICENSING AND DISTRIBUTION OF FASHION
FOOTWEAR ACCESSORIES.

Article IV

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

BRUCE G HERMELEE
TOWER 101 NE 3RD AVE
SUITE 1110
FORT LAUDERDALE, FL. 33133

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.

Registered Agent Signature: BRUCE G, HERMELEE

Article V

The name and address of managing members/managers are:

Title: MGR
GALEN H HERMELEE
1761 NOCATEE DRIVE
MIAMI, FL. 33133

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Article VI

The effective date for this Limited Liability Company shall be:

05/25/2011

Signature of member or an authorized representative of a member

Electronic Signature: GALEN H. HERMELEE

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.