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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: C & S JEWELERS L.C.  
AUDIT NUMBER.....H9700007241  
DOC TYPE.....LIMITED LIABILITY COMPANY  
CERT. OF STATUS..0 PAGES..... 4  
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1997

ACE INDUSTRIES, INC.

SUBJECT: C & S JEWELERS I.C.  
REF: W97000010146

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refile this document until the quality has been improved.

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Becky McKnight

FAX Aud. #: H97000007241  
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

C & S JEWELERS L.C.

ARTICLE II - Address:

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

11540 SOUTHWEST 80th ROAD  
MIAMI, FLORIDA 33156

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

PERPETUAL

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

MARIA DEL PILAR CANO  
11540 SOUTHWEST 80th ROAD  
MIAMI, FLORIDA 33156

IRMA SGOANE  
MONTE CAMERUN #48  
LAS LOMAS DE CHAPULTEPEC  
MEXICO 11000, D.F.

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

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PREPARED BY:  
ACE INDUSTRIES, INC.  
84 NW 11th Street  
Miami, FL 33136  
305-358-2571

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**ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Additional members can be admitted, but only with the approval of both managers, as set forth in Article IV. The approval of new members and their participation within the Limited Liability Company must be unanimously approved by the existing members.

**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

In case of death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member, the remaining member(s) shall have the right to continue the business operations of the company under the same rights, as if with full membership.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of C & S  
JEWELERS L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 5,000.00 . This total includes amounts from 2 and 3 above.

Signature of a member or authorized representative of a member,  
(in accordance with section 608.403(2), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**FILING FEE: \$ 250 for Articles of Organization and Affidavit**

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_  
C & S JEWELERS L.C.

2. The name and address of the registered agent and office is:

\_\_\_\_\_  
MARIA DEL PILAR CANO  
(Name)  
\_\_\_\_\_  
11540 SOUTHWEST 80th ROAD  
(P.O. Box not acceptable)  
\_\_\_\_\_  
MIAMI, FLORIDA 33156  
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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*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.*

\_\_\_\_\_  
*(Signature)*

\_\_\_\_\_  
4/30/97  
*(Date)*

**FILING FEE: \$ 35 for Designation of Registered Agent**

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