

L-9700000562

Law Office of Jorge Gaviria P.A.

Jorge Gaviria

9769 S. Dixie Highway
Suite 201
Miami, FL 33156

Telephone (305) 667-0000
Fax (305) 667-7004

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002175441--0
-05/12/97--01142--001
****337.50 ****337.50

Re: Don Algodon, L.C.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$337.50, representing the fees for filing and a certified copy, and Registered agent.

Thank you for your assistance in this matter.

Sincerely,

JORGE GAVIRIA

FILED
97 MAY 12 AM 9:21
TALLAHASSEE, FLORIDA

Don Algodon
5/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

LAW OFFICES OF JORGE GAVIRIA, P.A.
9769 S. DIXIE HIGHWAY
SUITE 201
MIAMI, FL 33156

SUBJECT: DON ALGODON, U.S.A., L.C.
Ref. Number: W97000011169

We have received your document for DON ALGODON, U.S.A., L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 897A00025809

**ARTICLES OF ORGANIZATION
OF
DON ALGODON, U.S.A., L.C.**

97 MAY 12 PM 9:21
FILED
SECRET
TALLAHASSEE, FLORIDA

The undersigned, for purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I- NAME

The name of the limited liability company shall be Don Algodon, U.S.A., L.C. The principal place of business of the Company in Florida shall be:

3112 Commodore Plaza, Coconut Grove, Florida 33133.

ARTICLE II- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III-PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in retail sales and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV- REGISTERED OFFICE AND AGENT

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

Jorge Gaviria
9769 S. Dixie Hwy.
Suite 201
Miami, Florida 33156
305-666-8844

ARTICLE V- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

Samuel Guzman	\$54,000.00
Don Algodon Confeccion, S.A.	\$66,000.00

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX- MANAGEMENT

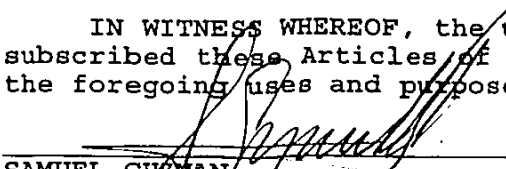
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Samuel Guzman, located at 3112 Commodore Plaza, Coconut Grove, Florida 33133. Said manager, Samuel Guzman shall have a limited fiscal spending in the amount of \$15,000.00 per month, any amount needed over said limitation shall require the consent of the board of directors.

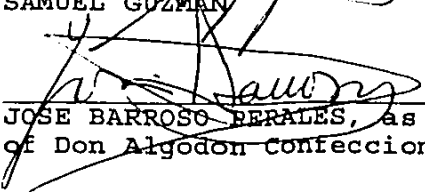
ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special,

regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

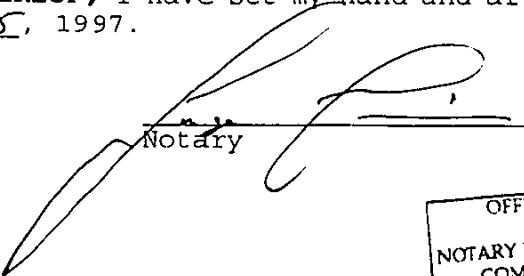
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this February 22, 1997.

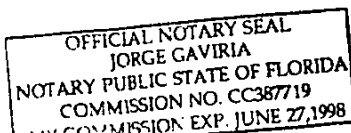

SAMUEL GUZMAN


JOSE BARROSO PERALES, as President
of Don Algodon Confecciones, S.A.

Before me personally appeared Jose Barroso Perales and Samuel Guzman to me well known to be the organizers of the above limited liability company, who produced their foreign passport and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purpose mentioned and set forth in it.

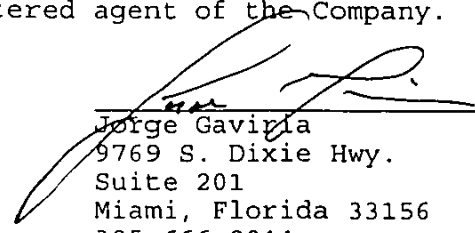
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this March 15, 1997.


Notary



ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of Don Algodon, U.S.A., L.C. as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


Jorge Gaviria
9769 S. Dixie Hwy.
Suite 201
Miami, Florida 33156
305-666-8844
305-667-7004 Facsimile

FILED
97 MAY 12 AM 9 21
TALLAHASSEE, FLORIDA

AFFIDAVIT

This affidavit is entered into by Affiant, Samuel Guzman, pursuant to Florida Statute Sec. 608.407(2), and states as follows:

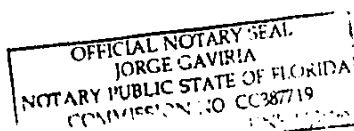
1. The name of the Limited Liability Company is Don Algodon, U.S.A., L.C., herein referred to as "Company".
2. The Limited Liability Company has at least two members.
3. The actual amount of cash contribution is \$120,000.00
4. The agreed value of any property other than the cash contributed is \$0.0.
5. The total amount of cash or property anticipated to be contributed by the members is \$5,000.00

FURTHER AFFIANT SAYETH NOT.


SAMUEL GUZMAN

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 19th of May, 1997.


NOTARY PUBLIC



FILED
97 MAY 12 AM 9:21
TALLAHASSEE, FLORIDA
SECRET