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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: FOWLER, WHITE, BURNETT, ET AL  
CONTACT: JUDITH D RODMAN  
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NAME: PRESTIGE PRODUCTS USA, L.C.

AUDIT NUMBER.....H97000008885

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

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SEC. STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
PRESTIGE PRODUCTS USA, L.C.

97 MAY 30 PM 1:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAARTICLE I

The name of this Limited Liability Company shall be:  
Prestige Products USA, L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of 30 years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 100 S.E. 2nd Street, 17th Floor, Miami, FL 33131, and such other place or places as the members from time to time may determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$1,000, which will be contributed by the members. Additional contributions will be made at such times and in such amounts as may be agreed by the Limited Liability Company and/or the members.

ARTICLE VI

The Limited Liability Company will be managed by a Board of Managers composed of one (1) manager, who shall serve as manager until the first annual meeting of members or until his successor is elected and qualify. The name and address of the initial manager on the Board of Managers are:

Armin Mattli  
c/o John H. Friedhoff, Esq.  
100 S.E. 2nd Street, 17th Floor  
Miami, FL 33131

Kyle Lewis Weigel, Esq.  
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.  
100 S.E. 2nd Street, Suite 1700,  
Miami, Florida 33131-1101  
Phone: (305) 789-9200  
Florida Bar No. 822140  
Audit No. H97000008885

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#### ARTICLE VII

The members reserve the right to admit additional members on the unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

#### ARTICLE VIII

The members shall have the right to continue the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Limited Liability Company (collectively, "Withdrawal"), as long as there are at least two remaining members, and the remaining members agree to continue the Limited Liability Company by unanimous written consent within 90 days after the Withdrawal of a member.

#### ARTICLE IX

Except as provided herein, a member's interest in the Limited Liability Company is not subject to assignment, however, the member's economic interest may pass by inheritance. Any member who shall be desirous of selling or otherwise transferring his share and interest in the Limited Liability Company shall obtain the consent of all other members in writing prior to such transfer. When allowed the transferee shall be entitled only to the transferring member's proportionate share of the capital and profits of the Limited Liability Company but shall have no other rights, including the right to participate in management unless later elected to membership by the unanimous vote of the members.

#### ARTICLE X

These Articles may be amended only by a unanimous vote of the members, although no amendment to Article IX will be permitted.

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ARTICLE XII

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, Miami, Florida 33131. The name of the initial registered agent at such office is John H. Friedhoff, Esq.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

## MEMBERS:

PP Prestige Products S.A.

By: [Signature]

CT HOLDING AG

By: [Signature]

STATE OF FLORIDA

COUNTY OF Dade

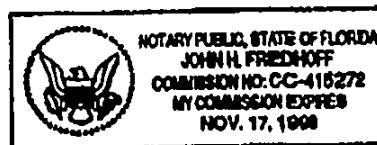
) SS.

Before me personally appeared Armin Mattli, who produced [Signature] as identification or who is known to me to be the person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 21st day of May, 1997.

[Signature]  
Notary Public

Audit No. H97000008885



Audit No. H97000008885

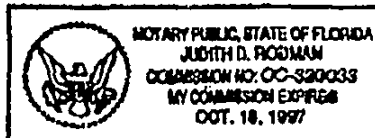
STATE OF FLORIDA )

COUNTY OF DADE )

SS.

Before me personally appeared JOHN H. FRIEDHOFF, who <sup>Attorney-in-Fact for CT Holding AG,</sup>  
~~produced~~ ~~as identification~~ or who is  
known to me to be the person who executed the foregoing Articles  
of Organization.

In witness whereof, I have hereunto set my hand and seal  
this      day of May, 1997.



Judith D. Rodman  
Notary Public JUDITH D. RODMAN  
My Commission expires: 10/18/97

--000--

ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named  
Limited Liability Company at the place designated in these  
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.

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John H. Friedhoff, Esq.

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TALLAHASSEE, FLORIDA

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

97 MAY 30 PH 1:24

STATE OF FLORIDA )  
COUNTY OF DADE ) .ss

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority personally appeared Armin Mattli, a member of Prestige Products Limited Liability Company, who, upon being duly sworn, deposes and says as follows:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by the members is \$ None. A description of the property is attached hereto and made a part hereof.
4. The amount of cash or property anticipated to be contributed by the members is \$0.00.
5. The total amount of items 2, 3 and 4 is \$1,000.

FURTHER AFFIANT SAYETH NAUGHT.



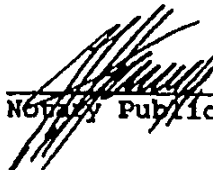
Member

STATE OF FLORIDA )  
COUNTY OF Dade ) .ss

SWORN AND SUBSCRIBED to before me, the undersigned authority, on this 31st day of May, 1997, by Armin Mattli on behalf of PP member of Prestige Products USA, L.C., who is personally known to me or who produced as identification

WITNESS my hand and official seal the date aforesaid.

[SEAL]

  
Notary Public, State of Florida

Audit No. H97000008885

