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**KLEIN & ASSOCIATES**

ATTORNEYS AND COUNSELORS

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Edward H. Sedacca \*  
(214) 369-3889  
\* Also member of NY Bar

August 22, 1997

Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32314

700002280097--6  
-08/28/97--01103--002  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Articles of Organization of Beenish Perfumes, LLC

Enclosed are duplicate originals of Articles of Organization of Beenish Perfumes, LLC, and a signed copy of the Certificate of Designation of Registered Agent/Registered Office pursuant to the Business Corporation Act. Please return one file-marked copy of the Articles to me along with the Certificate of Organization. We have enclosed our check in the amount of \$285.00 for filing fee.

If there are any questions, please contact me.

Very truly yours,

KLEIN & ASSOCIATES



Edward H. Sedacca

DKK

Enclosure

cc: Mr. Munir Ahamad

FILED  
97 SEP 11 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*RA Signature must be original*

*789,524,1127,2550*

*W97-20078*

! REGISTER AUG 29 1997



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 29, 1997

**EDWARD H SEDACCA, ESQUIRE**  
8333 DOUGLAS AVE  
SUITE 1200  
DALLAS, TX 75225

**SUBJECT: BEENISH PERFUMES, LLC**  
Ref. Number: W97000020078

We have received your document for BEENISH PERFUMES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

**THE REGISTERED AGENTS SIGNATURE MUST BE ORIGINAL.**

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 the original and one copy of 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 (850) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 297A00043572

# ARTICLES OF ORGANIZATION

OF

## BEENISH PERFUMES, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned managing member, desiring to form a limited liability company under the provisions of the Florida Limited Liability Act, certify as follows:

### ARTICLE ONE

#### NAME, ADDRESS AND PRINCIPAL OFFICE

##### Name and Address

1. The name and address of the Company shall be BEENISH PERFUMES, LLC., 377 South McMullen Booth Road, Clearwater, Florida 33759.

##### Principal Office

2. The principal office and permanent address for the transaction of business of this Company shall be the address stated in Paragraph 1 of these Articles.

##### Registered Agent and Office

3. The address of its initial registered office is 377 South McMullen Booth Road, Clearwater, Florida 33759 and the name of its initial registered agent at such address is ABDULA KAGALWALLA. The address of the registered agent and the address of the registered office are identical.

### ARTICLE TWO

#### PURPOSE

The purpose for which the Company is organized is to engage in the design, development and marketing of perfumes and to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and under the laws of the State of Florida.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this Company, and it is hereby expressly provided that the foregoing numeration of a specific purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

## ARTICLE THREE

### DURATION AND CONTINUITY

#### Duration

The period of duration of this Company shall be perpetual. No member or manager shall have the power to dissolve the Company by his or her independent act of any kind.

## ARTICLE FOUR

### MEMBERS

1. The name, mailing address, and street address of the business or residence of each member are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Business or Residence Address</u>
MUNIR AHAMAD	174 Moonlight Drive Murphy, Texas 75094	174 Moonlight Drive Murphy, Texas 75094
ABDULA KAGALWALLA	377 South McMullen Booth Road Clearwater, Florida 33759	377 South McMullen Booth Road Clearwater, Florida 33759

Additional members to the Company may be admitted, but only upon the unanimous consent of the manager(s).

2. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

3. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$150,000. No additional contributions have been agreed upon.

## ARTICLE FIVE

### MANAGEMENT

#### Managers

1. The Company shall be managed by the manager(s) in accordance with the regulations and operating agreement. The Company shall have one manager. The name and address of the persons who shall serve as the manager of the Company are as follows:

Name

Address

MUNIR AHAMAD

174 Moonlight Drive  
Murphy, Texas 75094

Officers

2. The Company shall be represented by officers selected by the managers as set forth in the Regulations of the Company.

**ARTICLE SIX**

**REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of this Company, including the initial Regulations, is vested entirely in the manager(s) of the Company.

**ARTICLE SEVEN**

**LIMITATION OF LIABILITY**

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or an omission in such manager's capacity as a manager, except for liability of a manager for (i) a breach of a manager's duty of loyalty to the Company or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of a manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (iv) an act or omission for which the liability of a manager is expressly provided for by an applicable statute. If the Florida Limited Liability Company Act, the Florida Business Corporation Act, or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of any manager of the Company shall be eliminated or limited to the fullest extent permitted by the Florida Limited Liability Company Act, the Florida Business Corporation Act, or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of any manager existing at the time of such repeal or modification.

**ARTICLE EIGHT**

**AMENDMENT OR ALTERATIONS**

The Articles of Organization may, from time to time and at any time, be changed, altered, repealed, or supplemented at any time by the members of the Corporation. Provided, however, the Articles of Organization, as changed, altered, amended, or supplemented must contain such provisions as might be lawfully contained in original articles of organization at the time of the making of such change, alteration, amendment, or supplement.

## ARTICLE NINE

### SEVERABILITY

If any phrase, clause, sentence, paragraph, or provision of these Articles of Organization is held void or illegal, it shall not impair or affect the balance of these Articles, and the undersigned Organizer of the Company does hereby declare that he would have signed and executed the balance of these Articles without such void or illegal provisions.

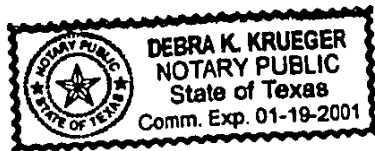
IN WITNESS WHEREOF, the undersigned hereby affirms, under the penalties of perjury, that this certificate is executed on the 26~~th~~ day of AUGUST, 1997, and to the best of his and its knowledge and belief, the facts stated in this certificate are true

  
\_\_\_\_\_  
MUNIR AHAMAD, Managing Member

THE STATE OF TEXAS §

COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this 26<sup>th</sup> day of August, 1997, personally appeared MUNIR AHAMAD, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the Managing Member of the Company and that the statements contained in these Articles of Organization are true.



Debra K. Krueger  
Notary Public in and for the  
State of Texas

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: \_\_\_\_\_  
BEENISH PERFUMES, LLC.

2. The name and address of the registered agent and office is: \_\_\_\_\_  
Abdula Kagalwalla  
(Name)

377 South McMullen Booth Road  
(Address -- P.O. Box *not* accepted)

Clearwater, Florida 33749  
(City/State/Zip)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kagalwalla  
(Signature)

09-08-97  
(Date)