

CORPORATE
ACCESS,
INC.

L97000001300

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 11/18/97 11:00 NT ☺

X CERTIFIED COPY

X CUS GS

PHOTO COPY

X FILING LC

1.) Fashion - Command Group, LC
(CORPORATE NAME & DOCUMENT #)

100002356371-0
-11/20/97-01028-026
***346.25

2.)
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

6.)
(CORPORATE NAME & DOCUMENT #)

J. TAX _____

FILING 250.00

R. AGENT FEE 35.00

7.)
(CORPORATE NAME & DOCUMENT #)

J. COPY 61.25

TOTAL 346.25

N. BANK _____

8.)
(CORPORATE NAME & DOCUMENT #)

BALANCE DUE _____

OFFIND _____

9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

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97 NOV 18 AM 9:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/20/97

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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TALLAHASSEE, FLORIDA

November 18, 1997

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: FASHION COMMAND GROUP, LC
Ref. Number: W97000026020

We have received your document for FASHION COMMAND GROUP, LC and check(s) totaling \$346.25. However, your check(s) and document are being returned for the following:

In addition to the ARTICLES OF ORGANIZATION, we must have a completed AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our attached form, or you may draw up your own document.

ALSO, ARTICLE IX identifies an "INCORPORATOR." This is NOT a CORPORATION. It cannot have an "INCORPORATOR." The individual in ARTICLE IX should be identified as an "ORGANIZER."

AND WHEN he signs at the bottom of Page 2, Michel Bensoussan should be identified as a "MANAGING MEMBER."

ALSO the "REGULATIONS" document is not required, but may be included as an attachment to the filing if desired.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 197A00055223

Corrected
11/20/97
[Signature]

RECEIVED
NOV 20 9 38 AM '97
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FASHION COMMAND GROUP, LC
a Florida Limited Liability Company

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The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby state as follows:

ARTICLE I

The name of this Limited Liability Company shall be Fashion Command Group, LC.

ARTICLE II

The duration of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida until thirty (30) years thereafter, unless earlier dissolved by agreement of the Members hereof, or by operation of law.

ARTICLE III

The purpose for which this Company is organized is to own and operate a business venture which imports, distributes and sells at retail high end fashion clothing, accessories and all related goods in the United States, or such other business as the Members may agree from time to time.

ARTICLE IV

The initial place of business and the mailing address of the Company shall be c/o Barry Mukamal, CPA, Rachlin, Cohen & Holtz, 1 S.E. 3rd Avenue, 10th Floor, Miami, Florida 33131 and its initial registered agent for service of process in the State of Florida shall be Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

ARTICLE V

This Company shall be initially capitalized with cash in the amount of Fifty Thousand and NO/100 (\$50,000.00) Dollars.

No Member shall be required other than as provided in the Regulations of this Company, to contribute additional capital to the Company.

ARTICLE VI

No Member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

This Company shall be managed initially by an individual. The name and address of the initial managing member is as follows:

Michel Bensoussan
1440 Peel Street
Montreal, Quebec Canada H3A1S8

ARTICLE VIII

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE IX

The name and address of the Organizer executing these Articles of Organization is Dany Bensoussan, 751 Washington Avenue, Miami Beach, Florida 33139.

EXECUTED at Miami, Florida this 13 day of Nov, 1997.


MANAGING MEMBER

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TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF DATE

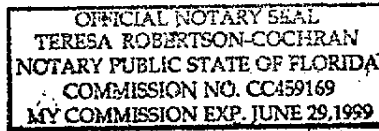
The foregoing instrument was acknowledged before me this 13th day of November, 1997 by Dany Bensoussan who is personally known to me or who produced _____ as identification.

Teresa Robertson-Cochran

Notary Public

Print Name: TERESA ROBERTSON-COCHRAN

My Commission Expires:



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TALLAHASSEE FLORIDA

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Fashion Command Group, L.C., desiring to organize under the laws of the State of Florida, hereby designates Corporate Access, Inc. as its registered agent and further designates Miami, Florida as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named limited liability company, the undersigned hereby acknowledges that it is a resident of the State of Florida and agrees to act in such capacity for such Company at its registered office.

CORPORATE ACCESS, INC.
a Florida corporation

As Registered Agent:

By: Danny Bennett
Danny Bennett
President

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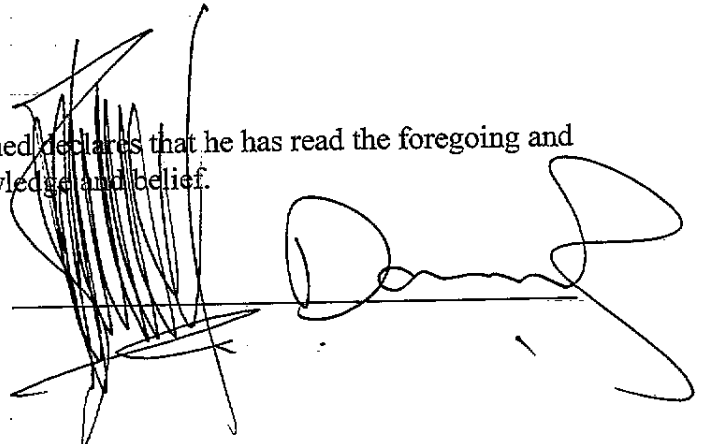
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of Fashion Command Group, L.C., a Florida limited liability company, certifies as follows:

1. The above-referenced limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is FIFTY THOUSAND AND NO/100 (\$50,000.00) DOLLARS.
3. The property other than cash and its agreed value contributed by the members, including a description of the property is: NONE.
4. The total amount of cash and other property contributed and anticipated to be contributed by the members is FIFTY THOUSAND AND NO/100 (\$50,000.00) DOLLARS.

Dated: November 18, 1997.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

A handwritten signature in black ink, appearing to be "D. J. ...", written over a horizontal line. The signature is somewhat stylized and includes a large loop at the end.

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