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NAME: NOVA FASHIONS USA, L.L.C.

AUDIT NUMBER.....H98000020789

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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**ARTICLES OF ORGANIZATION**  
**OF**  
**NOVA FASHIONS USA, L.L.C.**

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**ARTICLE I**

**NAME AND ADDRESS**

The name of this Limited Liability Company shall be **NOVA FASHIONS USA, L.L.C.**, (the "Company"). The mailing address and street address of the principal office of the Company is 10801 Corkscrew Road, Suite 159, Estero, Florida 33928.

**ARTICLE II**

**DURATION**

This Limited Liability Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company.

**ARTICLE III**

**PURPOSE**

This Company is created for the purpose of the retail sale of fashions and any such other business as may be agreed upon by the unanimous consent of the members.

**ARTICLE IV**

**DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall be **RICHARD C. GRANT, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

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Richard C. Grant, Esquire

Grant, Fridkin, Pearson, Athan &amp; Crown, P.A.

5551 Ridgewood Drive, Suite 501, Naples, FL 34108

(941) 514-1000

Florida Bar #156041

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The business of the Company shall be managed by its members. The name and address of the initial managing member is Roland Scarpa, 10801 Corkscrew Road, Suite 159, Estero, Florida, 33928. The manager shall conduct the day to day operation and management of the Company on behalf of the members pursuant to the conditions contained herein and the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

**ARTICLE VI****LIMITATIONS ON MANAGER**

The Manager shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other members of the Company without obtaining the prior written consent of all members of the Company.

**ARTICLE VII****ADDITIONAL MEMBERS**

The members shall have the right to admit additional members on terms and conditions approved by the prior written consent of all members of the Company.

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Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the Company, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining member or members shall have the right to continue the business of the Company in accordance with the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

**ARTICLE IX****AMENDMENTS**

These Articles may be amended from time to time by the written consent of all members of the Company. The amendments shall be duly signed by all members of this Company and filed with the Florida Department of State.

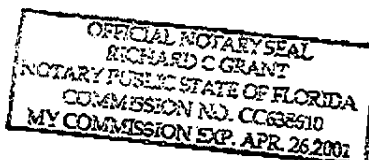
By: \_\_\_\_\_

  
Roland Scarpa, Member**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for Nova Fashions USA, L.L.C., at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

\_\_\_\_\_  
Richard C. Grant

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**OF**  
**NOVA FASHIONS USA, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA     )  
                                   §§  
 COUNTY OF COLLIER    )

The undersigned, Roland Scarpa, a member of NOVA FASHIONS USA, L.L.C., hereby deposes and says:

- 1) The above-named Limited Liability Company, NOVA FASHIONS USA, L.L.C., has at least one member.
- 2) The total amount of cash contributed by the members is One Thousand and No/100 Dollars (\$1,000.00).
- 3) There is no Company property other than the cash contributed by members as provided in paragraph 2, above.
- 4) The total amount of cash or property to be contributed by members is Five Thousand and no/100 Dollars (\$5,000.00).

  
 \_\_\_\_\_  
**ROLAND SCARPA, Member**  
**NOVA FASHIONS USA, L.L.C.**

Sworn to and subscribed before me this 27<sup>th</sup> day of October, 1998, by Roland Scarpa, who is personally known to me and did take an oath.

  
 \_\_\_\_\_  
 Notary Public - State of Florida at Large

Richard C. Grant

Printed Name of Notary Public

My Commission Expires:

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