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NAME: NICOL CAMEL USA, L.L.C.

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ARTICLES OF ORGANIZATION
OF
NICOL CAMEL USA, L.L.C.

ARTICLE I
NAME AND ADDRESS

The name of this Limited Liability Company shall be NICOL CAMEL USA, L.L.C., (the "Company"). The mailing address and street address of the principal office of the Company is c/o Florida Fashions, 5555 Tamiami Trail North, Suite 919, Naples, Florida 34108.

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 direct marketing and 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.

ARTICLE V
MANAGEMENT OF COMPANY BUSINESS

The business of the Company shall be managed by its members. The name and address of the managing member is Roland Scarpa, 5555 Tamiami Trail North, Suite 919, Naples, Florida, 34018. The managing member 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.

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Richard C. Grant, Esquire
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, FL 34108
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Florida Bar #156041

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ARTICLE VI
LIMITATIONS ON MANAGING MEMBER

The managing member 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

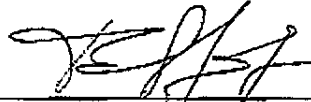
The members shall have the right to admit additional members on terms and conditions approved by the prior written consent of all members of the Company.

ARTICLE VIII
RIGHT TO CONTINUE BUSINESS OF COMPANY

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

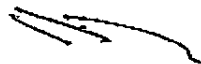
These Articles may be amended from time to time by the written consent of all members of the Company. The amendments shall be duly signed by all members of this Company and filed with the Florida Department of State.



Roland Scarpa, Managing Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Nicol Caramel 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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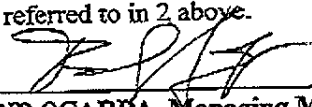
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
NICOL CARAMEL USA, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA)
 §§
COUNTY OF COLLIER)


The undersigned, Roland Scarpa, the managing member of Nicol Caramel USA, L.L.C., hereby deposes and says:

- 1) The above-named Limited Liability Company, NICOL CARAMEL USA, L.L.C., has at least one member.
- 2) The total amount of cash contributed by the members is Ten Thousand and No/100 Dollars (\$10,000.00).
- 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 anticipated to be contributed by the members is the Ten Thousand and No/100 Dollars (\$10,000.00) referred to in 2 above.



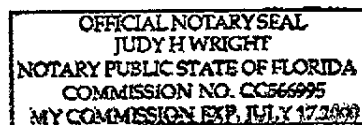
ROLAND SCARPA, Managing Member
Nicol Caramel USA, L.L.C.

Sworn to and subscribed before me this 2nd day of ^{December} ~~November~~, 1998, by Roland Scarpa, who is personally known to me and did take an oath.



Notary Public - State of Florida at Large
JUDY H. WRIGHT
Printed Name of Notary Public

My Commission Expires:



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