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Division of Corporations

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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

ENDSDOWN INTERNATIONAL, L.L.C.

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2665 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133
TELEPHONE (305) 670-0444
WATTS (800) 288-2925
FAX (305) 670-0734

REPLY TO: BOCA RATON

January 5, 1999

Florida Department of State
Attn: Diane Cushing, Corporate Specialist

RE: ENDSDOWN INTERNATIONAL, L.L.C.

Dear Ms. Cushing:

Please be advised that the principals/organizers of the captioned entity are the same as
Endsdown International, Inc.

Also, the addresses for the managers as listed in Article VI are the same as the Company
address: 123 N.W. 13th Street, Suite 208, Boca Raton, FL 33432.

Thank you for your attention to this matter.

Sincerely yours,

Robert A. Chaves

Robert A. Chaves

RAC/at

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(850)487-8013

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

CHARLES D. RUBIN, ESQUIRE
2101 CORPORATE BOULEVARD, SUITE 107
BOCA RATON, FL 33431-7343

SUBJECT: ENDSOWN INTERNATIONAL, I.L.C.
REF: W99000000103

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

We currently have a corporation by the name of Endsown International, Inc. in our office & we can't determine if this entity and the Florida Corporation are the same people. If they are the same people add a letter stating that so we can file it otherwise you will have to change the name. You also need to add the addresses of Managers you have listed in Article VI.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000000155
Letter Number: 099A00000169

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
ENDSDOWN INTERNATIONAL, L.L.C.**

9

The undersigned hereby execute these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be ENDSOWN INTERNATIONAL, L.L.C.

ARTICLE II

PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

REGULATIONS

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company.

Charles D. Rubin, Esquire
Florida Bar No. 377139
2101 Corporate Boulevard, Suite 107
Boca Raton, FL 33431-7343
Telephone: (561) 998-7847

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ARTICLE IV

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DURATION AND DISSOLUTION

The Company shall have perpetual existence unless sooner terminated pursuant to the provisions of the Act or the Regulations of the Company.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company are:

c/o Herman Spilfogel
123 NW 13th Street
Suite 208
Boca Raton, FL 33432

ARTICLE VI

MANAGEMENT AND MEMBERS

The Company shall be managed by the managers. The vote of each manager shall be as provided in the Regulations.

The initial managers of the Company, to serve until the first meeting of the Members or their successor are duly appointed and qualified are:

Endsdown Trimworx Inc.; and

American Automated Stitching Services, Inc.

The vote of the initial managers shall be in proportion to their ownership percentage of the Company.

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ARTICLE VII **H99000000155**
REGISTERED OFFICE AND
REGISTERED AGENT

The address of the registered office of the Company is 123 N.W. 13th Street, Suite 208, Boca Raton, Florida 33432 and the name of its initial registered agent at such address is Herman Spilfogel.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by consent of the members holding a majority in percentage interest of the Company. Contributions required of new members shall be determined as of the time of admission to the Company.

ARTICLE IX
INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla. Stats. §608.4363 or any successor provision.

The undersigned, each being an original member of the Company, hereby certify that the foregoing constitutes the Articles of Organization of ENDSDOWN INTERNATIONAL, L.L.C.

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Executed by the undersigned on Dec. 30, 1998.

ENDSDOWN TRIMWORX INC.

By:



AMERICAN AUTOMATED STITCHING
SERVICES, INC.

By:



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of FLORIDA

SS

County of PAIM BETH

In compliance with Florida Statutes Section 608.407(2), the undersigned member of
ENDSDOWN INTERNATIONAL, L.L.C. deposes and says:

1. The limited liability company identified above has two or more members.
2. The total amount of cash contributed by the members is \$400.00.
3. The total amount of cash or property anticipated to be contributed by the members
is \$50,000.00 which includes the amount in 2 above.

Endsdowm Linwork, Inc.

By:

Bill Spitzfegol

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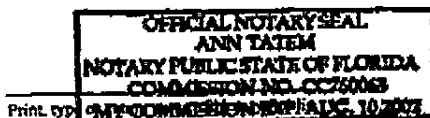
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The foregoing instrument was acknowledged before me this 30 day of Dec., 1998 by Bill Spilfogel, the V.P. of ENDSDOWN TRIMWORX, INC., a member, on behalf of ENDSDOWN INTERNATIONAL, L.L.C., a limited liability company.

Ann Tatem
Signature - Notary Public - State of Florida

[Seal with Commission Expiration Date]



Personally Known ✓ or Produced Identification _____
Type of Identification Produced _____

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida

ss

County of Palm Beach

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ENDSDOWN INTERNATIONAL, L.L.C.

The name of the registered agent for ENDSDOWN INTERNATIONAL, L.L.C. is Herman Spilfogel and the street address of the company's principal office where the agent is located is 123 N.W. 13th Street, Suite 208, Boca Raton, FL 33432.

This statement is to acknowledge that, as indicated above, ENDSDOWN INTERNATIONAL, L.L.C. has appointed Herman Spilfogel as its registered agent to accept service of process for the company at the place designated above in this certificate. Herman Spilfogel accepts this appointment as registered agent and agrees to act in this capacity. Herman Spilfogel further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.

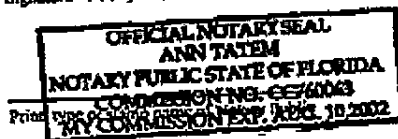
Dated: Dec 31, 1998

Herman Spilfogel
Herman Spilfogel

The foregoing instrument was acknowledged before me this 30 day of December, 1998, by Herman Spilfogel.

Ann Tatem
Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]



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Personally Known ☒ or Produced Identification

H99000000155

Type of Identification Produced

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