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BERROCAL & WILKINS

CARLOS J. BERROCAL¹ ROBERT W. WILKINS^{2,5,7} JANE S. HUNSTON^{3,6} JAMES L. GREEN⁴

IALSO ADMITTED IN DISTRICT OF COLUMBIA

*ALSO ADMITTED IN NEW YORK

*ALSO ADMITTED IN INTO & COLORADO

*ALSO ADMITTED IN ILLINOIS

*BOARD CERTIFIED CIVIL TRIAL LAMYER

*BOARD CERTIFIED REAL ESTATE ATTORNEY

*BOARD CERTIFIED REAL ESTATE ATTORNEY

*BOARD CERTIFIED RUSINESS LITIGATION LAWYER

A PROFESSIONAL ASSOCIATION ATTORNEYS AND COUNSELORS AT LAW

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weesne: www.berrocal.com

March 4, 1999

200002798312--9 -03/08/99--01137--010 ****337.50 ****337.50

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32301

RE:

Articles of Incorporation for LISEMA, L.C

a Florida Limited Liability Corporation

Our file no. 2021

Dear Sir/Madam:

Enclosed please find the original, plus one copy, of the Articles of Organization for the above-referenced corporation. We would appreciate your filing the original with your office and forwarding a certified copy back to our office.

In support of our request, we have enclosed our check in the amount of \$337.50 which represents the following charges:

Filing Fee \$285.00 Certified Copy 52.50 Total \$337.50

Thank you for your assistance in this matter. Please do not hesitate to contact me

should you have any questions.

Name
Availability

Document
Examiner

Updater

Updater

Verifyer

Acknowledgement

... P. Verifyer

Enclosures

cc:

Mr. & Mrs. Maurice Prissert

Sincerely,

Chris Zingman Chris Zingman Chris Zingman Chris Legal Assistant to Carlos J. Berrocal

ARTICLES OF ORGANIZATION FOR

LISEMA, L.C.

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of the Limited Liability Company is LISEMA, L.C.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 5200 Ocean Drive, Conniche #1405, Singer Island, Florida 33404-2616.

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be for thirty (30) years commencing on March 1, 1999, and ending on March 1, 2029. The business may be continued by the surviving or remaining members in the event of death, disability, retirement, resignation, expulsion, bankruptcy, or dissolution of a member.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in importing of textiles, and any other activity permitted under the laws of the United States and Florida.

ARTICLE V MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Claude Blanche Prissert 5200 Ocean Drive Conniche #1405 Singer Island, Florida 33404 Thierry Prissert 236 Blvd. Saint Germain 75007 Paris, France

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

The Limited Liability Company has two members; no additional members can be admitted without the unanimous consent of the then current members.

ARTICLE VII MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the liability company shall be:

ARTICLE VIII AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of the limited liability company certifies:

- the above named liability company has at least one member; 1)
- the total amount of cash contributed by the member(s) is \$1.000 2)
- if any, the agreed value of property other than cash contributed by 3) \$-0member(s) is
- the total amount of cash and property contributed and anticipated to be 4) \$1,000 contributed by member(s) is

Signature of member or authorized

representative of a member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

- 1. The name of the limited liability company is: LISEMA, L.C.
- 2. The name and the Florida address of the registered agent are:

Claude Blanche Prissert 5200 Ocean Drive, Conniche #1405, Singer Island, Florida 33404-2616.

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 agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: '03.03-99

Claude Blanche Prissert, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day of 1999, by Claude Blanche Prissert, who fighter to me or [] has a identification and did not take an oath.

Notary Public_

My Commission Expires:

OFFICIAL NOTARY SEAL CHRISTINA ZINGMAN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC470728 MY COMMISSION EXP. JULY 17,1999