

**L990000001780**  
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3/23

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1 Also Admitted in Province of Québec  
2 Also Admitted in Colorado  
3 Also Admitted in Colombia, S.A.

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-03/23/99-01109-006  
\*\*\*285.00 \*\*\*285.00

March 23, 1999

Via Federal Express Delivery

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Aventura Fashion, L.C., a Florida limited liability company (the "Company")

To Whom It May Concern:

Enclosed herein for filing, please find the originally executed Articles of Organization of the Company dated March 12, 1999 (the "Articles of Organization"), together with a check in the amount of Two Hundred Eighty-Five and No/100 U.S. Dollars (\$285.00) made payable to the Department of State as payment for the filing fee.

Please process the Articles of Organization and send the filed documents to my attention.

If you have any questions, please contact the undersigned directly.

Very truly yours,

  
ANTHONY V. VARRONE  
Transactional Paralegal  
For the Firm

Enclosures

cc: Oscar-Grisales Racini, Esq. (w/o enclosures)

Name	
Availability	
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	
W. P. verifyer	

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
AVENTURA FASHION, L.C.**

THE UNDERSIGNED, as the managing members of AVENTURA FASHION, L.C., A FLORIDA LIMITED LIABILITY COMPANY FORMED HEREUNDER (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: AVENTURA FASHION, L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence at the date and time of the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

18181 N.E. 31<sup>st</sup> Court  
Unit 202  
Biscayne Cove  
Aventura, Florida 33160

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

18181 N.E. 31<sup>st</sup> Court  
Unit 202  
Biscayne Cove  
Aventura, Florida 33160

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

GARY L. BROWN, ESQ.  
BEDZOW, KORN, BROWN, LIPTON, MILLER, & ZEMEL, P.A.  
20803 Biscayne Boulevard  
Suite 200  
Aventura, Florida 33180  
(305) 935-6888

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**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, no person may be admitted as a member unless each member consents in writing to the admission of the additional member.

The Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists, subject to complying with the condition as contained in Article VI herein. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

**ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members, elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains one (1) member of the Company.

**ARTICLE IX. MANAGEMENT**

The Company shall be managed by its members. The names and addresses of the managing members are set forth below. The managing members shall serve as managers until the first annual meeting of the members or until its successors are elected and qualify.

Managing Member:	MARIA ARY
Address:	18181 N.E. 31 <sup>st</sup> Court
	Unit 202
	Biscayne Cove
	Aventura, Florida 33160

Managing Member: MIRTA ACOSTA  
Address: 18181 N.E. 31<sup>st</sup> Court  
Unit 202  
Biscayne Cove  
Aventura, Florida 33160

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

#### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

#### **ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT**

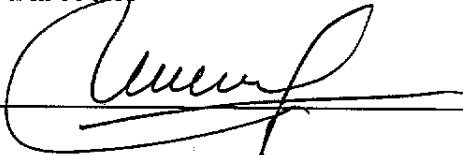
Pursuant to Section 608.423 (1) of the Act, the power to adopt, alter, amend, or repeal the regulations of a limited liability company shall be vested in the members of the company unless vested in the manager or managers of the company. Regulations adopted by the members or by the manager or managers may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may be not be altered, amended, or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization.

The members of the Company may adopt, alter, amend or repeal any regulation of the Company upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

**IN WITNESS WHEREOF, THE UNDERSIGNED, as the managing members of the Company have executed the foregoing Articles of Organization as of this 12 day of March, 1999.**

**MANAGING MEMBERS:**

**MARIA ARY**

  
\_\_\_\_\_

**MIRTA ACOSTA**


  
\_\_\_\_\_

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida  
Limited Liability Company Act:

Having been appointed as the registered agent of AVENTURA  
FASHION, L.C., a Florida limited liability company in its Articles  
of Organization, at the place designated in such Articles of  
Organization, the undersigned hereby agrees to act in this  
capacity and affirms that it is familiar with, and accepts, the  
obligations of such position.

Dated: March 12, 1999.

By:   
\_\_\_\_\_  
GARY L. BROWN, ESQ.

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, THE UNDERSIGNED, as the managing members of AVENTURA FASHION, L.C., A FLORIDA LIMITED LIABILITY COMPANY (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one (1) member.
2. As of the date hereof, the amount of capital contributions to the Company made by the member is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1,000.00 = MARIA ARY

\$1,000.00 = MIRTA ACOSTA

4. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

**FURTHER AFFIANT SAYETH NOT.**

UNDER PENALTIES OF PERJURY, THE UNDERSIGNED, as the managing members of the Company, declares that the undersigned have read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

Dated: March 12, 1999.

**MANAGING MEMBERS:**

MARIA ARY

MIRTA ACOSTA