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COST LIMIT : \$ PPD

ORDER DATE : April 16, 1999  
ORDER TIME : 1:28 PM  
ORDER NO. : 207863-005  
CUSTOMER NO: 7133468

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-04/16/99-01088-004  
\*\*\*\*285.00 \*\*\*\*285.00

CUSTOMER: Jeffrey Koltun, Esq  
KANE AND KOLTUN  
KANE AND KOLTUN  
Suite 106  
1061 Maitland Center Commons  
Maitland, FL 32751

DOMESTIC FILING

NAME: DECOR & SPACE CONCEPT, L.L.C.

EFFECTIVE DATE:

(6)

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

nyk  
4/16/99

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99 APR 16 PM 3:23

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
DECOR & SPACE CONCEPT, L.L.C.**

The undersigned member, acting pursuant to Chapter 608, *Florida Statutes*, hereby forms a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

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**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company is DECOR & SPACE CONCEPT, L.L.C.

**ARTICLE II - PERIOD OF DURATION**

This limited liability company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

**ARTICLE III - MAILING ADDRESS AND STREET  
ADDRESS OF PRINCIPAL OFFICE OF LIMITED LIABILITY COMPANY**

The mailing address of this limited liability company is 214 South Park Avenue, Winter Park, Florida 32789, and the street address of the principal office of the limited liability company is 214 South Park Avenue, Winter Park, Florida 32789.

**ARTICLE IV - NAME AND STREET ADDRESS OF  
INITIAL REGISTERED AGENT**

The name of the initial registered agent of this limited liability company is Jeffrey M. Koltun. The street address of the initial registered agent is 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751.

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**ARTICLE V - RIGHT TO ADMIT ADDITIONAL MEMBERS**

Additional members may be admitted only with the unanimous consent of all of the members of this limited liability company. Any person admitted to this limited liability company pursuant to the preceding sentence shall have the rights and powers, and shall be subject to the restrictions and liabilities set forth in these Articles of Organization, the regulations and Chapter 608, *Florida Statutes*.

**ARTICLE VI - RIGHT TO CONTINUE  
BUSINESS UPON OCCURRENCE OF CERTAIN EVENTS**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall terminate and shall be dissolved, unless the business of this limited liability company is continued by the consent of all the remaining members.

**ARTICLE VII - MANAGEMENT**

The management of this limited liability company shall be managed by managers. The names and addresses of the managers, who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified, are as follows:

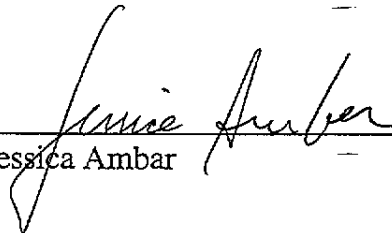
<u>Name of Manager</u>	<u>Address of Manager</u>
Exchange Comercio Importação and Exportação, LTA	214 South Park Avenue Winter Park, Florida 32789
Edimilson Marasca Dos Santos	214 South Park Avenue Winter Park, Florida 32789
Jessica Ambar	214 South Park Avenue Winter Park, Florida 32789

ARTICLE VIII - PURPOSE

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This limited liability company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1<sup>st</sup> day of APRIL, 1999.

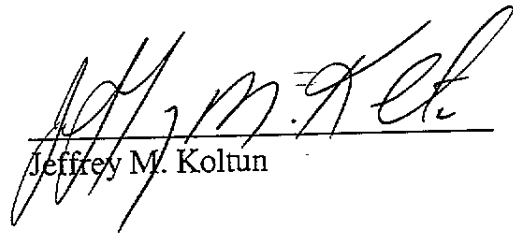
  
\_\_\_\_\_  
Jessica Ambar

**ACCEPTANCE BY REGISTERED AGENT**

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Having been named as Registered Agent of DECOR & SPACE CONCEPT, L.L.C. and to accept service of process for the foregoing limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as registered agent. I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 1<sup>st</sup> day of April, 1999.

  
\_\_\_\_\_  
Jeffrey M. Koltun

AFFIDAVIT OF DECOR & SPACE CONCEPT, L.L.C.

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The undersigned, a member of DECOR & SPACE CONCEPT, L.L.C. (the "LLC"), makes the following declarations pursuant to Section 608.407(2), Florida Statutes:

- 1. The LLC has at least one (1) member.
- 2. The initial amount of cash contributed by the members is ten thousand dollars (\$10,000). In addition, merchandise in the amount of \$100,000 was contributed.
- 3. It is presently anticipated that the members will make additional contributions to the LLC in the amount of twenty-five thousand dollars (\$25,000). In the event any member makes an additional contribution to the LLC, a supplemental affidavit shall be filed with the Department of State.

*Jessica Ambar*  
\_\_\_\_\_  
Jessica Ambar

STATE OF FLORIDA )

COUNTY OF ORANGE )

The foregoing AFFIDAVIT OF DECOR & SPACE CONCEPT, L.L.C. was acknowledged before me this 1<sup>st</sup> day of APRIL, 1999, by Jessica Ambar, who acknowledged before me that she is a member of the LLC, that she is authorized to and has executed this Affidavit for the purposes of forming a limited liability company pursuant to the provisions of Section 608.407(2), Florida Statutes. Said person (check one)  is personally known to me,  produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or  produced other identification, to wit: \_\_\_\_\_.

*Jeffrey M. Koltun*  
\_\_\_\_\_  
Notary Public

STATE OF FLORIDA  
NOTARY PUBLIC  
JEFFREY M. KOLTUN  
My Comm Exp. 3/24/2001  
Bonded By Service Ins  
No. CC632347  
 Personally Known  Other I.D.