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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Greenspan Designs USA LLC

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AMENDMENTS	
	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
X	Other LLC

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5 pages

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**ARTICLES OF ORGANIZATION
OF
GREENSPAN DESIGNS U.S.A., L.L.C.**

The undersigned, as an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida limited liability company named Greenspan Designs U.S.A., L.L.C.

ARTICLE I

Name

The name of this limited liability company shall be Greenspan Designs U.S.A., L.L.C. (the "Company").

ARTICLE II

Duration

The period of duration for the Company shall be perpetual.

ARTICLE III

Initial Principal Office

The initial mailing address and the initial street address of the principal office of the Company is 901 Mariner Way, Tampa, Florida 33602.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 901 Mariner Way, Tampa, Florida 33602, and the name of the initial registered agent of the Company at that address is Diane K. McNeel.

ARTICLE V

Right to Admit Additional Members

The members may admit additional members pursuant to 75% vote of the managing members and the additional terms of the Operating Agreement and/or Regulations of the Company.

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ARTICLE VI

Right of Continuation

Upon 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 Company, the remaining members of the Company shall have the right to continue the Company.

ARTICLE VII

Company Management

The Company is to be managed by one or more managers as provided in the Regulations and/or Operating Agreement of the Company. Initially, the Company shall have one manager and the initial manager shall be Caribbean Basin Industries, Inc., whose address is 901 Mariner Way, Tampa, Florida 33602 and who shall serve as the manager until the first annual meeting or until its successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization this 14th day of April, 1999.

Caribbean Basin Industries, Inc., a Florida Corporation

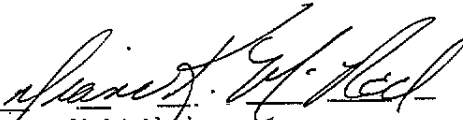
By: *Diane K. McNeel*
Diane K. McNeel
Its President

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CONSENT TO APPOINTMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned Diane K. McNeel having been named registered agent and to accept service of process of Greenspan Designs U.S.A., I.L.C., at 901 Mariner Way, Tampa, Florida 33602, hereby accepts the appointment as registered agent and agrees to act in this a capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with, and accepts the obligations of registered agent.

DATED: April 14, 1999


Diane K. McNeel

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The undersigned Affiant, Diane K. McNeel, as President of Caribbean Basin Industries, Inc., a Florida corporation, appeared before me today and either made the following statements under oath or affirmed them under penalty of perjury.

1. I am an adult, competent to testify as a witness, and make these statements on my own personal knowledge.
2. That I am the authorized representative of the initial managing member of Greenspan Designs U.S.A., L.L.C., a Florida limited liability company (the "Company").
3. That the Company initially has two (2) members.
4. That the amount of the cash contributed by the initial members and the amount anticipated to be contributed by the initial members is as follows:

Amount of cash contributed to date: \$ 3,000.00

Value of any non-cash property: \$ 0.00

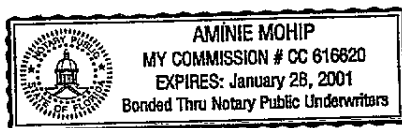
Cash and Property anticipated to be contributed: \$ 5,000.00

5. That this Affidavit is given to specifically and satisfactorily meet the requirements of §608.4(7)(2) Fla. Stat. (1997).

Diane K. McNeel
Diane K. McNeel

SWORN TO and SUBSCRIBED before me this 16 day of April, 1999, by Diane K. McNeel, as President of Caribbean Basin Industries, Inc., a Florida corporation, as the authorized representative of the managing member of Greenspan Designs U.S.A., L.L.C., a Florida limited liability company, on behalf of the Company. She is personally known to me.

My Commission Expires



Aminie Mohip
Aminie Mohip
Printed Name
Notary Public-State of Florida

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