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LIMITED LIABILITY COMPANY

EMBROIDERY DEPOT, L.C.

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**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY  
EMBROIDERY DEPOT, L.C.**

The undersigned member of Embroidery Depot, L.C. forms a limited liability company pursuant to Florida Statutes, Chapter 608:

**ARTICLE I**

**NAME**

The name of the limited liability company shall be:

**EMBROIDERY DEPOT, L.C.**

**ARTICLE II**

**DURATION**

The company shall begin its existence upon the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually unless terminated by the members or dissolved under Florida law.

**ARTICLE III**

**PURPOSE**

The company may conduct any lawful business anywhere. The company shall have all powers set forth in Florida Statute 608.404.

**ARTICLE IV**

**PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the company is 1750 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

**ARTICLE V**

**REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the initial registered agent and registered office of the company are: Arnold Straus, Jr., Arnold Straus, Jr., P.A., 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024. The Registered Agent's statement of acceptance is attached.

Arnold Straus, Jr., P.A.  
10081 Pines Boulevard, Suite C  
Pembroke Pines, Florida 33024  
Florida Bar No. 275328

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ARTICLE VI

ADDITIONAL MEMBERS

No additional members may be admitted to the company.

ARTICLE VII

TERMINATION OF MEMBERSHIP

In the event of death, resignation, or incompetence of a member, as described in Florida Statute 608.434, or any event which terminates the continued membership of a member, the remaining members shall continue the business, pursuant to the Regulations of the company.

ARTICLE VIII

MANAGEMENT

The Management of the company is reserved to the members and shall be vested in the members in proportion to their contributions to capital of the company. The members shall adopt Regulations by a unanimous vote, which may be amended by a unanimous vote of the members. The names and addresses of the members are:

Isaac Rosen  
2751 South Ocean Drive  
#1105-S  
Hollywood, Florida 33019

Elisha Zamir  
2701 East Oakland Park Boulevard  
Fort Lauderdale, Florida 33306

Jacky Heby  
2315 Stirling Road  
Fort Lauderdale, Florida 33312

ARTICLE IX

INDEMNIFICATION

The company shall indemnify any member or manager against expenses and damages reasonably incurred by him in connection with any civil or criminal proceeding or action against him, provided that the majority of the members determine that his actions were in good faith and were taken in the best interest of the company, as described in Florida Statute 608.4363.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17 day

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of June, 1999.

*Isaac Rosen*

ISAAC ROSEN

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of June, 1999, by Isaac Rosen who is personally known to me or who has produced \_\_\_\_\_ as identification.

*Judith L. Berger*  
Notary Public

My Commission Expires:



JUDITH L. BERGER  
My Comm Exp. 2/19/00  
Bonded By Service Ins  
No. CC533676

Personally Known     Other I. D.

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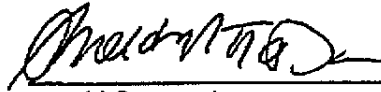
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

- 1. The name of the limited liability company is:  
**EMBROIDERY DEPOT, L.C.**
- 2. The name and address of the registered agent and office is:  
**Arnold Straus, Jr.  
Arnold Straus, Jr., P.A.  
10081 Pines Boulevard  
Suite C  
Pembroke Pines, Florida 33024**

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 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, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Arnold Straus, Jr.

Date: 6-17-99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of Embroidery Depot, L.C. depose and say:

1. The above named limited liability company has three members.
2. The total amount of cash contributed by the members is \$900.00, \$300.00 from each member.
3. The agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$900.00. This total includes amounts from 2 and 3 above.



ISAAC ROSEN

(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.)

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