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ARNOLD STRAUS, JR., P.A.  
Attorney at Law

Arnold Straus, Jr.

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(offices also located in Weston, Florida)

January 12, 2000

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\*\*\*\*\*25.00 \*\*\*\*\*25.00

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 14 PM 12:52

Re: Embroidery Depot, L.C.

Gentlemen:

Enclosed for filing is the First Amendment to Articles of Organization For Florida Limited Liability Company Embroidery Depot, L.C. Also enclosed is our check in the amount of \$25.00 which represents the filing fee. Please return the filed Amendment to our office. Call me or my assistant, Kimberly Jo Griffin, if you have any questions.

Very truly yours,

*Arnold Straus, Jr.*

Signed for Mr. Straus  
in his absence to  
avoid delay in mailing

ARNOLD STRAUS, JR.  
For the Firm  
AMS/kjg  
encls.

*mtm*

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

The Members of Embroidery Depot, L.C. hereby file the First Amendment to Articles of Organization for Florida Limited Liability Company Embroidery Depot, L.C.:

1. The name of the Limited Liability Company is Embroidery Depot, L.C.
2. The Articles of Organization were filed on June 17, 1999.
3. The following Article is hereby amended:

**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

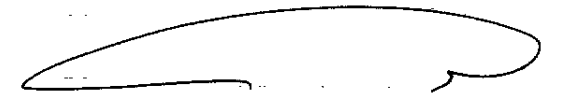
Elisha Zamir  
21370 SweetWater Lane  
Boca Raton, Florida 33428

Jacky Heby  
2315 Stirling Road  
Fort Lauderdale, Florida 33312

Juan Fuentes  
20814 Via Valencia Drive  
Boca Raton, Florida 33433

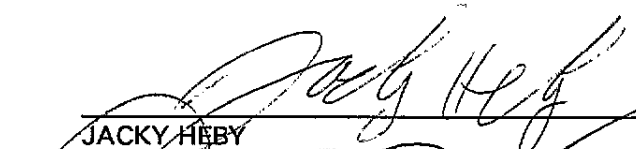

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 3rd day of November, 1999.

  
\_\_\_\_\_  
ISAAC ROSEN

  
\_\_\_\_\_  
ELISHA ZAMIR

799-3563

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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\_\_\_\_\_  
JACKY HEBY  
  
\_\_\_\_\_  
JUAN FUENTES

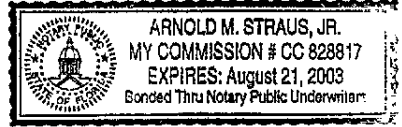
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of November, 1999, by Isaac Rosen who is personally known to me or who has produced \_\_\_\_\_ as identification.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public




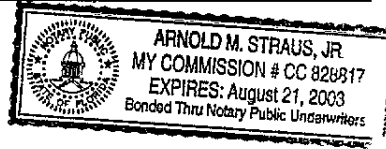
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of November, 1999, by Elisha Zamir who is personally known to me or who has produced \_\_\_\_\_ as identification.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public



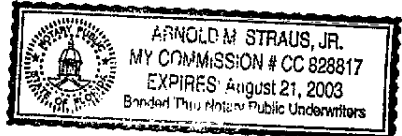
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of November, 1999, by Jacky Heby who is personally known to me or who has produced \_\_\_\_\_ as identification.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public




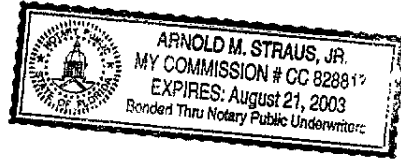
STATE OF FLORIDA

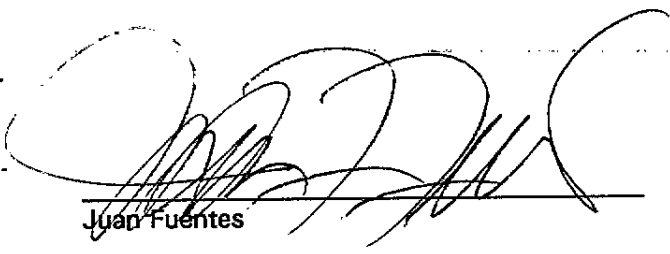
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of November, 1999, by Juan Fuentes who is personally known to me or who has produced \_\_\_\_\_ as identification. \_\_\_\_\_

My Commission Expires:

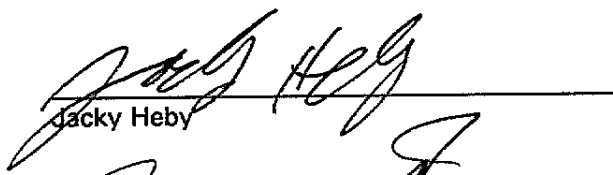
  
\_\_\_\_\_  
Notary Public





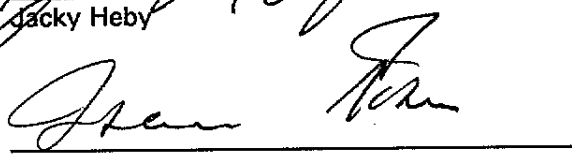
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Juan Fuentes



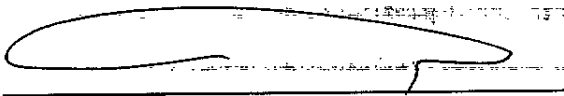
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Jacky Heby



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Isaac Rosen



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Elisha Zamir

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

1. The above named limited liability company has four members.
2. The total amount of cash contributed by the members is \$1,500.00, from each member as follows:

Isaac Rosen	\$300.00
Elisha Zamir	\$300.00
Jacky Heby	\$600.00
Juan Fuentes	\$300.00

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 \$1,500.00. 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.)