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June 22, 1999

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

600002914566--5
-06/24/99--01083--005
****250.00 ****250.00

Re: Formation of All Set American Accessories, L.L.C.

600002914566--5
-07/16/99--01022--001
****35.00 ****35.00

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Organization for All Set American Accessories, L.L.C., together with a check in the amount of \$250.00 made payable to the Secretary of State to cover the filing fee. (We do not wish a certified copy at this time.)

A self-addressed, stamped envelope is also enclosed for your use in returning a copy of the Articles to us with your filing information thereon, and your filing acknowledgment letter.

Thank you for your prompt attention and assistance.

Very truly yours,

Thomas Tighe
THOMAS J. TIGHE
For the Firm.

TJT:sa
Encl.

cc: Neil R. Leibowitz (w/o encl.)

FILED
99 JUL 16 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-15220

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7-16-99

ARTICLES OF ORGANIZATION

ALL SET AMERICAN ACCESSORIES, L.L.C.

ARTICLE 1-Name:

The name of the Limited Liability Company shall be ALL SET AMERICAN ACCESSORIES, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2490 Bimini Lane, Ft. Lauderdale, FL 33312

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Neil R. Leibowitz
2490 Bimini Lane
Ft. Lauderdale, FL 33312

The managing member may be changed, or additional managing members may be added, as provided by the Regulations.

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TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

One (1) or more additional members of the Limited Liability Company may be admitted to the Company with the Consent of the Members.

ARTICLE VI - Transfer of Interests:

A Member may not assign or transfer his or her interest in the Company except as may be permitted by the Regulations.

ARTICLE V - Members Rights to Continue Business:


The remaining members of the limited liability company will have the right to continue the business on 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 limited liability company, subject to such provisions governing such event as may be set forth in the Regulations.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of ALL SET AMERICAN ACCESSORIES, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100.00


NEIL R. LEIBOWITZ, Initial Member

(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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TALLAHASSEE, FLORIDA

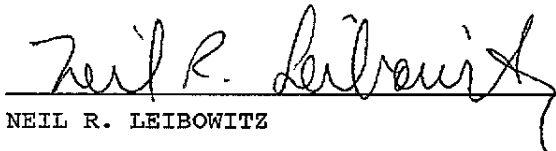
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ALL SET AMERICAN ACCESSORIES, L.L.C.
2. The name and the Florida street address of the registered agent are:

Neil R. Leibowitz
2490 Bimini Lane
Ft. Lauderdale, FL 33312

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.


NEIL R. LEIBOWITZ

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