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RAYMOND J. POSGAY

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1217 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2133
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August 11, 1999

Registration Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

W99-18930

Federal Express

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Re: MODERN MATERNITY, L.L.C.

Gentlemen:

Enclosed herein for filing please find the original and one copy of the Articles of Organization for Florida Limited Liability Company for MODERN MATERNITY, L.L.C. Also enclosed please find my check in the amount of \$346.25, representing the following costs:

\$250.00	Filing fee for Articles
35.00	Designation of Registered Agent
52.50	Certified Copy
<u>8.75</u>	Certificate of Status
\$346.25	TOTAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 23 AM 9:38

If you have any questions with regards to the filing of these documents, please contact this office. Thank you for your cooperation.

Yours sincerely,

RAYMOND J. POSGAY

dsc

Enclosures

cc: Mr. Graham M. Greene, II

Name	
Availability	MJH
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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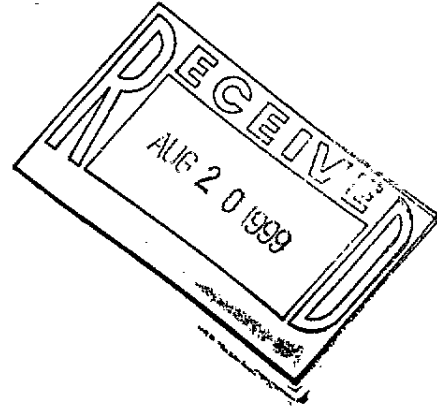
FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 16, 1999

RAYMOND J. POSGAY
1217 EAST BROWARD BLVD.
FORT LAUDERDALE, FL 33301-2133

SUBJECT: MODERN MATERNITY, L.L.C.
Ref. Number: W99000018930



We have received your document for MODERN MATERNITY, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

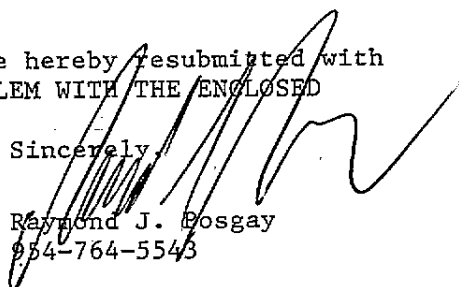
Letter Number: 099A00041210

August 20, 1999

Dear Ms. Hodges:

In response to the above letter, the documents are hereby resubmitted with an appropriate name change. IF THERE IS ANY PROBLEM WITH THE ENCLOSED PLEASE CALL MY OFFICE COLLECT.

Sincerely,


Raymond J. Posgay
954-764-5543

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

MODERN MATERNITY CLOTHING , L.L.C.

ARTICLE II - Address:

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

3600 South State Road 7
Suite 47
Miramar, Florida 33023

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 one of the members, and the name and address of the managing member is:

GRAHAM M. GREENE
209 N.E. 11th Avenue
Fort Lauderdale, FL 33301

ARTICLE V - Admission of Additional Members:

Additional members may be admitted upon the written consent of all existing members.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI - Members Rights to Continue Business:

In the event of 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, the remaining members of this Limited Liability Company have the right to continue the business.

ARTICLE VII - Powers:

The Limited Liability Company shall have such powers as are set out in Chapter 608.404 of the FLORIDA STATUTES, and as amended.

ARTICLE VIII - Members:

The members of the Limited Liability Company shall consist of the following members and their percentage of participation:

GRAHAM MARQUIS GREENE, II and LEYLA GREENE, his wife	49%
FREDDY O. SANCHEZ and BETSY B. SANCHEZ, his wife ,	25%
GRAHAM MARQUIS GREENE	26%

ARTICLE IX - Voting:

All members of the Limited Liability Company shall be entitled to vote on matters relating to the Limited Liability Company. Each member's vote shall be regulated in the proportions set out in ARTICLE VIII hereof; however, if the capital account of each member is negative or zero, each member shall have one vote. Members holding their interest as husband and wife shall rate as one member in proportion to their joint capital contribution. In the event a husband and wife member do not agree for voting purposes on a particular matter, they shall each be entitled to vote one-half (½), their percentage membership interest as he or she sees fit.

ARTICLE X - Sharing of Profits and Losses:

The profits and losses of the Limited Liability Company shall be allocated among the members in the proportions set out in ARTICLE VIII hereof, regardless of actual capital contribution.

ARTICLE XI - Chapter 608:

This Limited Liability Company is formed pursuant to the provisions of Chapter 608, FLORIDA STATUTES. In the event these Articles fail to provide for or speak to a particular issue, concern, or question, the provisions of Chapter 608, as amended, shall apply.

ARTICLE XII - Affidavit of Membership and Contributions:

The undersigned member, GRAHAM MARQUIS GREENE, II, certifies:

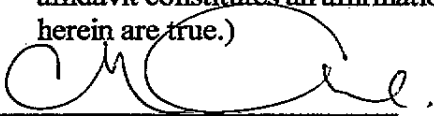
1. The above-named Limited Liability Company has at least one member;
2. The total amount of cash contributed by the member(s) is \$30,000;
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0- ,
(A description of the property is attached and made a part hereto.); and
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$30,000.



GRAHAM MARQUIS GREENE, II

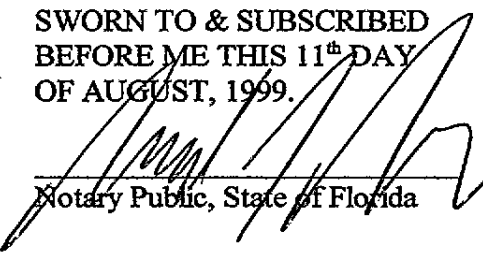
Signature of a member or an authorized representative of a member.

(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.)

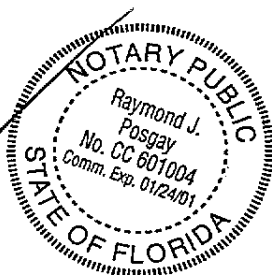


GRAHAM MARQUIS GREENE, II

SWORN TO & SUBSCRIBED
BEFORE ME THIS 11th DAY
OF AUGUST, 1999.



Notary Public, State of Florida



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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


The name of the Limited Liability Company is:

MODERN MATERNITY, ^{CLOTHING} L.L.C.

The name and the Florida street address of the registered agent are:

**FREDDY O. SANCHEZ
655 IVES DAIRY ROAD, APT. 115-2
NORTH MIAMI BEACH, FLORIDA 33179**

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.


FREDDY O. SANCHEZ