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AUTHORIZATION : Patricia Puyat

COST LIMIT : \$ 125.00

ORDER DATE : October 11, 1999

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CUSTOMER NO: 9081A

CUSTOMER: Ms. Lisa K. Johnson
MACLEAN & EMA
MACLEAN & EMA
2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: COMPLETE APPAREL, L.L.C.

FILE 2ND

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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99 OCT 11 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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99 OCT 11 AM 11:23
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF
COMPLETE APPAREL, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

THE UNDERSIGNED, DAVID FEEFFER, as President of A.L.M. MARKETING, INC., a Florida corporation and a voting member of COMPLETE APPAREL, L.L.C. (the "Limited Liability Company") pursuant to Florida Statute 608.407 do hereby execute these Articles of Organization of COMPLETE APPAREL, L.L.C. for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act and do hereby state and set forth:

1. The name of the Limited Liability Company is COMPLETE APPAREL, L.L.C.
2. The period of duration of COMPLETE APPAREL, L.L.C. shall be perpetual.
3. The mailing address and street address of the principal office of the Limited Liability Company is 11700 N.W. 101 Road, Ste. 19, Medley, FL 33178.
4. The name of the initial registered agent in Florida for the Limited Liability Company is DAVID FEEFFER and his street address is 11700 N.W. 101 Road, Ste. 19, Medley, Florida 33178. The acceptance of DAVID FEEFFER as registered agent appears after the execution of these Articles of Organization below.
5. No members shall be allowed to admit additional members except by a unanimous vote of the voting members of the Limited Liability Company, or upon such other vote as may be prescribed by the Limited Liability Company regulations.
6. The Limited Liability Company shall not dissolve and the remaining members of the Limited Liability Company shall continue its business 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 Limited Liability Company.
7. The management of the Limited Liability Company is reserved to its voting members, who may elect to appoint a manager or managers to manage the Limited Liability Company. The names and address of the voting members of the Limited Liability Company are:
 - a. A.L.M. Marketing, Inc., 21729 Fall River Drive, Boca Raton, FL 33428, Attn: David Feffer, President.
 - b. Ernest W. York, 210 N. Palisades Drive, Signal Mountain, TN 37377.
 - c. Branko Zunjic, 5720 S.W. 130th Terrace, Miami, FL 33155.

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The initial manager of the Limited Liability Company shall be David Feffer, 11700 N.W. 101 Road, Ste. 19, Medley, FL 33178.

8. All other matters regarding the relative rights of the voting and non-voting members of the Limited Liability Company, and the operations of the Limited Liability Company shall be determined by the Limited Liability Company regulations. The power to adopt, alter, amend, or repeal the regulations of the Limited Liability Company shall be vested in the voting members of the Limited Liability Company.

Executed this 7th day of OCTOBER, 1999 by DAVID FEFER, as President of A.L.M. MARKETING, INC., a Florida corporation, as a voting member.

A.L.M. MARKETING, INC., a Florida corporation

By: [Signature] PRESIDENT
DAVID FEFER, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, DAVID FEFER, does hereby accept his appointment as registered agent of COMPLETE APPAREL, L.L.C., a Florida Limited Liability Company and does hereby acknowledge that he is familiar with and accepts the obligations of that position and will discharge his duties in accordance with statute.

EXECUTED this 7th day of OCTOBER, 1999.

[Signature] ROBERTSON AGENT
DAVID FEFER, Registered Agent

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