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Florida Department of State

Division of Corporations

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99 OCT 18 AM 11:05

SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

OPTIWEAR LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 1999

ERIC J AURELIUS, ESQ.

SUBJECT: OPTIWEAR LLC
REF: W99000023887

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Michael Mays
Document Specialist

FAX Aud. #: H99000026158
Letter Number: 099A00050043

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**ARTICLES OF ORGANIZATION
OF
OPTIWEAR LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be OPTIWEAR LLC.

ARTICLE II -- NATURE OF THE BUSINESS AND MAILING ADDRESS

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the initial principal office of the company is 2562 NW 91st Avenue, Coral Springs, FL 33065.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization, organizational agreement, or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Nahum Halaly, 2562 NW 91st Avenue, Coral Springs, FL 33065.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

DOCUMENT PREPARED BY:
Eric J. Aurelius, Esq.
4367 N. Federal Highway, #101
Fort Lauderdale, FL 33308
Florida Bar No.: 159204
(954) 772-8222

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations and operating agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations and operating agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations and operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

- (a) The company shall be managed by Managing Members, who shall be appointed in accordance with regulations and Operating Agreement of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial Managing Members of the company are as follows:

Managing Member	Address
Nahum Halaly	2562 NW 91 st Avenue, Coral Springs, FL 33065
Amnon Hadar	1295 3 rd Avenue, #1C, New York, New York 10021

- (b) Except as otherwise provided in the Regulations and Operating Agreement, the Managing Members shall have full authority to conduct the business of the Company.
- (c) No person or governmental body dealing with the Company shall be required to inquire into, or to obtain any documentation as to, the authority of any Managing Member to take any action on behalf of the Company. Furthermore, any Person or

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governmental body dealing with the Company may rely upon a certificate signed by either of the Managing Members as to the following:

- (i) The identity of the Managing Members or any Member.
- (ii) The existence or nonexistence of any fact or facts that constitute a condition precedent to acts by the Managing Member or which in any other manager are directly or indirectly related to or otherwise involve the affairs of the Company;
- (iii) The persons who are authorized to execute and deliver any instruments or documents of the Company; or
- (iv) Any act or failure to act by the Company on any other matter whatsoever involving the Company or any Member.

ARTICLE X AMENDMENT

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

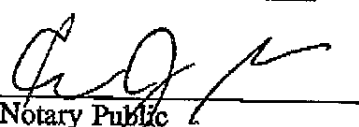
IN WITNESS WHEREOF, Nahum Halaly as a Managing Member of OPTIWEAR LLC, has executed these articles of organization on the 14th day of October, 1999 at Broward County, Florida.

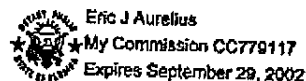

Nahum Halaly
Managing Member of OPTIWEAR LLC

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of October, 1999 by NAHUM HALALY, who has produced IL Drivers L as identification.


Notary Public
Print Name: ERIC J. Aurelius
My Commission Expires:



H9900002615^{8 8}**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, OPTIWEAR LLC, 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 OPTIWEAR LLC.
2. The name and street address of the registered agent in Florida are:

NAHUM HALALY
2562 NW 91ST Avenue
Coral Springs, FL 33065

The undersigned, being the person named in the articles of organization of OPTIWEAR LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


NAHUM HALALY

Registered Agent

Dated: October 14, 1999

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FILED

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Exhibit "A"

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The undersigned member or authorized representative of a member of OPTIWEAR LLC,
deposes and says:


1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is _____ of which
_____ will come from each managing member.

THE AFFIANT SAYS NOTHING FURTHER

Dated October 14, 1999


NAHUM HALALY

Sworn to and subscribed before me this 14th day of October, 1999 by NAHUM HALALY
who has produced FL DRIVERS LICENSE NO.#H440-620-64-284 as identification.


Notary Public -- State of Florida
Eric J. Aurelius

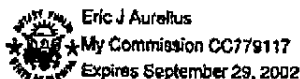
Personally Known

OR

Produced Identification

Type of Identification Produced FL Drivers License

(Seal)



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