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LAW OFFICES OF

EDWARD R. CURTIN, P.C.

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December 10, 1999

Via Airborne Courier

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

700003068057--6
-12/13/99--01105--009
****125.00 ****125.00

Re: Articles of Organization for:
ELITE 3K, L.C.
ILLUSIONS 2K, L.C.
WHAT WE WEAR, L.C.

Ladies/Gentlemen:

Transmitted herewith for filing are Articles of Organization for each of the three (3) referenced limited liability companies, along with three (3) checks payable to the Secretary of State, each in the amount of \$125.00 representing the filing fee and designation of Registered Agent fee.

Kindly send me a letter of acknowledgment with respect to each of these filings. Thank you very much. Please feel free to call me if you have any questions.

Very truly yours,



Edward R. Curtin
Authorized Representative

Encs.

99 DEC 13 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

12-14-99

ARTICLES OF ORGANIZATION
of
WHAT WE WEAR, L.C.

ARTICLE I - Name: The name of the Limited Liability Company is:

WHAT WE WEAR, L.C.

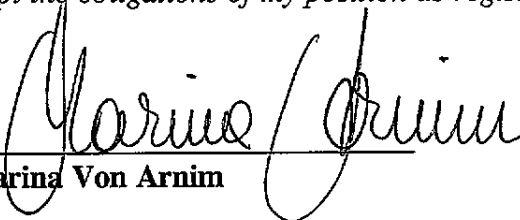
ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company are:

**1200 Collins Avenue
Miami, Florida, 33129**

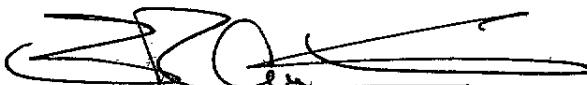
ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

**Marina Von Arnim
1200 Collins Avenue
Miami, Florida, 33129**

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 as provided for in Chapter 608, F.S.


Marina Von Arnim

ARTICLE IV - Management: The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.


**Edward R. Curtin, Authorized
Representative of a Member**

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 13 PM 2:10

APPROVED
AND
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