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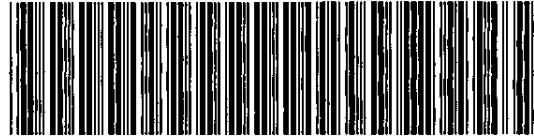
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15 OCT 30 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 30 2015

N. CAUSSEAU

19699-51M

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Odile de Changy SARL, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Annette Lopez, Esq.

Name of Person

Law Offices of Annette Lopez, P.A.

Firm/Company

3301 Ponce de Leon Blvd, Third Floor

Address

Coral Gables, Florida 33143

City/State and Zip Code

annette@annettelopezlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Annette Lopez

305
at (_____) _____

517-3151

Name of Contact Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 8, 2015

ANNETTE LOPEZ, ESQ
LAW OFFICES OF ANNETTE LOPEZ, P.A.
3301 PONCE DE LEON BLVD, THIRD FLOOR
CORAL GABLES, FL 33143

SUBJECT: SARL ODILE DE CHANGY
Ref. Number: W15000066951

We have received your document for SARL ODILE DE CHANGY and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 245-6051.

Jenna D Harris
Regulatory Specialist II

Letter Number: 015A00021322

Oct. 30. 2015 12:00PM

No. 1469 P. 1

Law Offices of Annette Lopez, P.A.
3301 Ponce de Leon Blvd, Third Floor
Coral Gables, Florida 33134
PHONE: (305) 517-3151
FAX: (305) 444-1273
annette@annettelopezlaw.com

FAX COVER SHEET

To: Nanette Causseaux
Fax To: 800-245-6030
From: Law Offices of Annette Lopez, P.A.
Re: SARL Odile de Changy Application
Pages: 17 (including cover page)

NOTES:

RECEIVED
15 OCT 30 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ~~Odile de Changy, SARL, LLC~~ SARL ODILE de CHANGY, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. France 3. n/a
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. Nothing prior to registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 6 Rue du Pont Aux Choux
73003 Paris, France
(Street Address of Principal Office)

6. 6 Rue du Pont Aux Choux
73003 Paris, France
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Annette Lopez, Esq.

Office Address: 3301 Ponce de Leon Blvd, Third Floor

Coral Gables, Florida 33134 33143
(City) (Zip code)

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Annette Lopez
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Odile Huffer der Changy, Member, 6 Rue du Pont Aux Choux, 73003 Paris, France

Sylvie Micheli Perrin, Member, 6 Rue du Pont Aux Choux, 73003 Paris, France

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Annette Lopez
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Annette Lopez
Typed or printed name of signer

FILED
15 OCT 30 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Destiné à l'administration
fiscale étrangère
For use by the
foreign tax authority



DIRECTION GÉNÉRALE DES FINANCES PUBLIQUES

ATTESTATION DE RESIDENCE FISCALE
CERTIFICATE OF RESIDENCE FOR TAX PURPOSES

Numéro de délivrance Certificate number : 2536783

Le service gestionnaire désigné ci-dessous certifie que :
The administrative service mentioned below certifies that :

DENOMINATION DE LA SOCIÉTÉ Name of the company :

SARL ODILE DE CHANGY

ACTIVITÉ PROFESSIONNELLE Business activity :

Fabrication de vêtements de dessous

ADRESSE DU PRINCIPAL ÉTABLISSEMENT Address of the main establishment :

6 RUE DU PONT AUX CHOUX
75003 PARIS

N° SIREN : 510 395 890

est résident de FRANCE is a resident of FRANCE

au sens de la convention fiscale applicable entre la France et l'État ou le territoire suivant :
within the meaning of the tax treaty between France and the following State or Territory

ÉTATS-UNIS

pour l'année de perception des revenus : 2015
for income received in (year)

Date : le 25/09/2015

Service gestionnaire :

SERVICE IMPÔTS DES ENTREPRISES PARIS 3E
10 RUE MICHEL LE COMTE
75152 PARIS CEDEX 03
TLJ 9H-12H ET 13H30-16H
SAUF LE JEUDI 9H-12H
01 44 59 59 72
SIE.PARIS-3E@DGFIP.FINANCES.GOUV.FR

Les informations ci-dessous sont mentionnées à titre indicatif. Elles ne sont pas certifiées par cette attestation.
The following data is for information only and is not certified by this document

Nature des revenus perçus Nature of income received			
Dividendes Dividends		Intérêts Interest	
			Redevances Royalties
Société ou fonds d'investissement Investment company or fund			
Nombre de porteurs de parts du fonds Number of unit holders or shareholders in fund			
Pourcentage de porteurs de parts résidents de France Percentage of unit holders or shareholders who are residents of France			

MINISTÈRE DE L'ÉCONOMIE
ET DES FINANCES

FILED
15 OCT 30 PM 12:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

Status of LLC ODILE OF CHANGY

shareholders as of April 20, 2012

The undersigned,

Odile Huffer, born of CHANGY CARPENTIER, born January 22, 1980, domiciled at 109 Boulevard Beaumarchais, 75003 Paris

Sylvie MICHEL born PERRIN, born January 26, 1949, residing at 24 rue de Sansu, 64500 St Jean de Luz.

Have established as follows the Articles of the Company Limited Liability ODILE OF CHANGY

PART I - CONSTITUTION

PART I - ITEM FEATURES 1. FORM

The company has the form of a limited liability company governed by the provisions of Book II, Title I and Title II Chapter III of the Commercial Code.

ARTICLE 2. PURPOSE

The company's purpose, in France and abroad: The creation, production and sale of articles of lingerie, corsetry, garments and accessories.

And generally, all financial, commercial, industrial, securities and property, related directly or indirectly to the above purpose or to any similar or related purposes, such as to facilitate its expansion or development.

ARTICLE 3. NAME

The name is: Odile de Changy SARL

In all acts and documents issued by the company, the corporate name must be immediately preceded or followed by the words "limited liability company" or the initials "SARL" Then waiver of the share capital, registered office, and identification number SIREN and RCS mention followed by the name of the city where the Registry which it is registered is located.

ARTICLE 4. HEAD OFFICE

The head office is located in PARIS 3RD DISTRICT (75003), 6 rue du Pont au Choux.

It may be transferred to any other place in the same department or a neighboring department by decision of management, subject to ratification at the next extraordinary collective decision of the partners.

ARTICLE 5. DURATION

The duration of the company is SIXTY years after its registration in the commercial register and societies, barring early dissolution or extension.

At least one year before the date of expiry of the partnership, the partners must be consulted to decide whether the company should indeed be extended. A consultation within this period, any member may request the President of the Commercial Court, ruling on the request, the appointment

sl

of a Justice agent to cause the consultation provided above. The extension decision must be taken by the majority required to amend the articles.

TITLE II - SHARE CAPITAL

ARTICLE 6. CONTRIBUTIONS

Odile Huffer, born CARPENTIER CHANGY makes the contribution of the sum of FIFTY THOUSAND EUROS (€ 50,000.00).

Ms. SYLVIE MICHELI born PERRIN makes the contribution of the sum of TEN THOUSAND EUROS (10 000 EUR).

ARTICLE 7. NON-APPLICATION OF ARTICLE 1832-2 CIVIL CODE

The applicant claim to have perfect knowledge of the provisions of Article 1832-2 of the Civil Code as by reading to them was made by the Notary and by the explanations provided to them on the consequences of non-compliance. They declare and certify under their sole responsibility does not fall within the scope of those provisions to have the free disposal of the assets contributed.

As necessary, Article 1832-2 is literally reported below:

"A spouse may not, under the sanction provided for in Article 1427, use of common goods to make a contribution to a company or acquire non-negotiable shares without his spouse has been notified and without that it is justified in the act.

The quality of associate is recognized to the spouse making the contribution or is acquiring.

The quality of associate is also recognized, for half of the shares subscribed or acquired, the spouse who has notified the company of its intention to be personally associated. When notifying his intention when tendering or acquisition, acceptance or approval of shareholders applies to both spouses. If this notification is after the contribution or acquisition, licensing clauses provided for this purpose by the statutes are enforceable against the spouse; during the deliberation on the authorization, the spouse partner does not vote and his shares are not taken into account for the calculation of quorum and majority.

The provisions of this Article shall apply only in companies whose shares are not negotiable and only until the dissolution of the community. "

ARTICLE 8. SOCIAL CAPITAL

The share capital is set at an amount of FIFTY THOUSAND EUROS (€ 60,000.00).

It is divided into 60 shares THOUSAND EUROS (€ 1,000.00) distributed between: each, fully subscribed, numbered 1 to 60 assigned to

Odile Huffer, born CARPENTIER CHANGY for shares numbered 1 to 50, for a value of € 50,000

Sylvie Micheli for shares numbered 50-60, for a value of € 10,000

Having observed that all cash contributions have been fully paid.

ARTICLE 9. CHANGES IN SHARE CAPITAL

The share capital may be increased or reduced in any manner authorized by law under a special collective decision of the partners.

The capital reduction is authorized by the shareholders' meeting acting under the conditions required for amendment of the statutes. In any case, it can not affect the equality between partners.

If the capital increase is carried out, in part or in whole, by contributions in kind, the decision of all the shareholders noting the capital increase and the consequent capital increase and amend the articles must contain evaluation of each contribution, in light of a report annexed to this decision and established under his responsibility by a shares auditor appointed by the court at the request of the manager.

If, due to losses recorded in the accounting records, the company's equity capital falls below half of the share capital, the shareholders must decide within four months following approval of the accounts showing that losses necessary to dissolve the company. If the dissolution is not pronounced by the majority required for amending the statutes, the company is required, no later than the end of the second year following that in which the losses were intervened to reduce its capital by an amount at least equal to the losses which could not be charged to the reserves if, within that period, shareholders' equity has not been reconstituted up to a value at least equal to half the share capital.

ARTICLE 10. CURRENT ACCOUNTS

The partners may leave or make available the company all sums which the latter may require. The conditions for withdrawal or repayment of these sums, and their remuneration are determined by a collective decision of the partners taken in the ordinary form.

These agreements are subject to the control procedure of the agreements between the company and one of its managers or partners.

TITLE III - SHARES

ARTICLE 11. SHARES

Property title:

The ownership of shares only from the statutes, acts which modify, subsequent disposals and transfers, which are routinely granted, recorded and published.

Any partner may, after any statutory modification, request the issuance of a certified copy of the statutes in force at the date of the request. A document annexed the associated update list of managers and, where appropriate, other corporate bodies.

Rights attached to shares:

Each Unit entitles the distribution of profits, reserves and liquidation surplus, proportional to a fraction the number of existing shares.

Right to vote:

Each Unit entitles the holder to participate in general meetings of shareholders and vote.

In case of dismemberment of shares, voting rights will be exercised in the manner prescribed in Article 14 hereof.

Usufruct - bare ownership:

The voting rights will be exercised in the manner prescribed in Article 14 hereof.

Shares indivisibility:

Each share is indivisible with respect to the Company. Joint owners of one or more shares are represented from the company in the various manifestations of social life by a single agent selected from the co-owners or partners. In case of disagreement, the representative is appointed Justice at the request of the more diligent of the undivided.

ARTICLE 12. SALE AND TRANSFER OF SHARES

CHANGING BETWEEN BRISK

Enforceability:

The inter vivos transfers are recorded in notarial or private signatures. They become binding on the company or after acceptance by a manager in an authentic instrument or by a service made to the company by Act of bailiff.

Field of approval:

All operations, including all transfers, exchanges, contributions to society of isolated elements, donations, with the purpose or effect the transfer of any right of ownership over one or more shares of all persons or entities, except of that would be referred to the following paragraph, are subject to the approval of society.

Free Disposals:

Any transfer is subject to approval.

Approval:

Approval shall be given with the consent of the majority of members representing at least half of the shares.

Approval process:

The approval procedure is followed in the manner prescribed by Articles L 223-13 and L 223-14 of the Commercial Code.

The company, through extraordinary collective decision of the partners, may, with the consent of the assigning partner, deciding at the same time, if it prefers this solution redeem those shares by way of a capital reduction. When authorization is refused and the shares repurchased by the partners, the seller may exercise his right of repossession at any time in case of disagreement on price.

Spouse of approval in the event of dissolution or regime change:

In case of liquidation of the matrimonial regime by a cause other than death, and to the extent that the spouse is not associated tenderer hand, he will, if he wishes to become an associate, obtain the approval of all the shareholders by ruling extraordinary decision.

The same approval will be required in case of total or partial change of matrimonial regime by entering the units or companies of community acquired property.

ARTICLE 9. CHANGES IN SHARE CAPITAL

The share capital may be increased or reduced in any manner authorized by law under a special collective decision of the partners.

The capital reduction is authorized by the shareholders' meeting acting under the conditions required for amendment of the statutes. In any case, it can't affect the equality between partners.

If the capital increase is carried out, in part or in whole, by contributions in kind, the decision of all the shareholders noting the capital increase and the consequent capital increase and amend the articles must contain evaluation of each contribution, in light of a report annexed to this decision and established under his responsibility by a shares auditor appointed by the court at the request of the manager.

If, due to losses recorded in the accounting records, the company's equity capital falls below half of the share capital, the shareholders must decide within four months following approval of the accounts showing that loss s' necessary to dissolve the company. If the dissolution is not pronounced by the majority required for amending the statutes, the company is required, no later than the end of

the second year following that in which the losses were intervened to reduce its capital by an amount at least equal to the losses which could not be charged to the reserves if, within that period, shareholders' equity has not been reconstituted up to a value at least equal to half the share capital.

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The partners may leave or make available the company all sums which the latter may require. The conditions for withdrawal or repayment of these sums, and their remuneration are determined by a collective decision of the partners taken in the ordinary form.

These agreements are subject to the control procedure of the agreements between the company and one of its managers or partners.

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ARTICLE 11. SHARES

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Any partner may, after any statutory modification, request the issuance of a certified copy of the statutes in force at the date of the request. A document annexed the associated update list of managers and, where appropriate, other corporate bodies.

Approval of co-PACS:

The co-PACS not participating in a supply or acquisition of shares can not claim the status of partner for breach of civil pact of solidarity between the two partners, the non-associated bidder will become the partner that after having received the approval of the other partners who have fifteen days from the date of receipt of the claim to inform the claimant of its approval or refusal of approval. The shareholders' decision is taken by the majority provided for sales to non-members.

TRANSFER BY DEATH

In case of death of a partner, his beneficiaries must prove their qualities and request their approval, if applicable, according to what is stated in chapter "Mutation inter vivos" above. If approval has been denied to the copyright holder, it is entitled to the value of social rights of its author.

USE OF EXPERTISE

If recourse to the expertise and failing agreement between the parties, costs and fees are borne respectively by half by the old and new holders of the shares, but jointly between them with regard to the expert. The distribution between each of them takes place in proportion to the number of shares previously owned or new.

In case of withdrawal, the retrayant alone bears the burden of the possible expertise.

TITLE IV - ADMINISTRATION OF THE COMPANY

ARTICLE 13. MANAGEMENT

Appointment:

The management is ensured by one or more natural persons, associated or not, appointed with or without limitation of time.

Powers over third parties:

In dealing with third parties, the manager or each manager is vested with the broadest powers to act in all circumstances on behalf of the company subject to the powers expressly granted by law to the

partners. The company is bound even by acts of the manager which do not fall within the corporate purpose, unless it can prove that the third party knew that the act was ultra vires or could not ignore it given the circumstances being excluded that the mere publication of the bylaws shall not constitute such proof.

Powers between associated:

By express agreement between the partners, it was agreed to limit the powers of the manager or co-managers of each of the following:

Any acquisition, sale of fixed assets, loans, credit a current account, will not be made for an amount greater than ONE HUNDRED THOUSAND EUROS (€ 100,000) without the approval of the ordinary general meeting of shareholders.

Delegation of authority :

The extent of its powers defined above, a manager can give all delegations of authority to any third party for one or more specific purposes.

Collateral:

The collateral on the company's property is granted under powers that may result from these statutes, deliberations or delegations.

Compensation:

The Manager may be paid, the method of fixing and regulations are determined by ordinary collective decision of the partners.

Attendance - competition:

Except to obtain a waiver community partners, the manager or each manager if more is required to devote all his time and all his attention to social affairs.

During the fulfillment of its mandate, any manager is prohibited from directly or indirectly compete with the company and, in addition, for 5 years after termination of service within a radius of 50 km.

Resignation:

A manager may resign without just cause subject to notify his resignation to each of the shareholders by registered mail with return receipt requested more than six months before the end of the current financial year. His resignation will take effect at the end of the current year.

Revocation:

Any manager may be dismissed by decision of the partners representing more than half of the shares, failing to obtain such a majority it will not be possible to carry out a second consultation with the votes cast. The manager dismissed without just cause can obtain damages.

It may be revoked by court for a legitimate reason.

Death of the manager:

In case of death of the sole manager, partner or the auditor is authorized to call a general meeting to appoint a new manager, the notice period is reduced to eight days. This meeting will be chaired by the member who owns or represents the largest number of shares.

Regulated agreements - prohibited agreement - conflicts of interest:

- Regulated agreements:

A report on the agreements entered into directly or through intermediaries between the Company and one of its managers or partners must be presented to the partners. The meeting shall act on this report.

However, if there is no auditor, the agreements concluded by a non-managing partner are subject to the prior approval of the assembly.

Notwithstanding the first paragraph, where the company has only one member and that the agreement is concluded with this one, it is only referred to the decision registry.

Unapproved agreements nevertheless produce their effects, leaving it to the manager, and, if applicable, to the Contracting Partner, to support individually or jointly, as appropriate, the consequences of the agreement prejudicial to society.

The provisions of this article shall extend to agreements with a company with a partner with unlimited liability, manager, director, general manager, board member or member of the supervisory board, is simultaneously manager or partner of the limited liability company.

The provisions of Article L. 223-19 are not applicable to agreements relating to current operations concluded under normal conditions.

- Prohibited agreements:

It is forbidden to managers or partners other than legal persons to contract in any form whatsoever, loans from the company, getting grant them an overdraft on current account or otherwise, and to endorse or secure their liabilities to third parties. This prohibition applies to the legal representatives of associated corporations.

The ban also applies to the spouse, ascendants and descendants of the persons mentioned in the preceding paragraph and any intermediary.

- Conflicts of Interest:

The court may appoint an ad hoc representative to represent the company when there is a conflict of interest between it and its legal representatives.

ARTICLE 14. COLLECTIVE DECISIONS

Assembly - Written consultation - sole shareholder decision if:

Collective decisions of the shareholders are taken by meeting or by written consultation at the discretion of the management.

However associates can validly make a decision unanimously in an act to the extent that they are all present or duly represented, with the exception of decisions on the annual accounts.

However, the convening of a meeting is required for decisions on the approval of annual accounts and all other decisions, in the latter case if the convening is requested by one or more partners in the cases provided by law.

If the number of shareholders is reduced to one, the sole shareholder exercises the powers granted to all the shareholders in the form of unilateral decisions.

Notice right:

The meetings are convened by the management. In case of plurality of managers, the notice right belongs to each of them without the other managers can make opposition.

Otherwise, the meetings are called by the auditor where one exists.

In addition, one or more shareholders holding half of the shares or holding, if they represent at least a quarter of the members, a quarter of the shares, may request the convening of a meeting.

Any partner may also be obtained by order of the President of the Commercial Court ruling in summary proceedings for the appointment of an agent to call the meeting.

Any improperly convened meeting may be canceled. However, the lawsuit is inadmissible where all the partners were present or represented.

Notice mode:

Invitations are sent to shareholders at least fifteen days before the meeting, and by registered mail with return receipt requested. These indicate the agenda.

Convocation:

The convocation is either the head office or any other location indicated by the management.

Right of Communication - period:

At least fifteen days before the meeting date of the meeting, the following documents must be sent by registered letter with return receipt to each partner: the text of the proposed resolutions, the report of the manager, if any one of auditor.

During this period, these documents are made available at the registered office of the partners.

In case of written consultation, the same documents are sent to each shareholder by registered letter with acknowledgment of receipt which has a period of fifteen days from the date of receipt to cast his vote in writing.

Moreover, when it comes to the annual meeting for the approval of the accounts, should be sent to each shareholder by registered letter with acknowledgment of receipt: inventory, annual accounts, the consolidated accounts if any and the report on the management of the group.

Representation:

A partner may be represented by their spouse or another partner unless the society understands that both spouses or both partners. The sole shareholder may delegate his powers.

When the shares are subject to seizure or allocation are pledged, the debtor remains associated.

The legal representatives of legally incompetent associates may participate in the vote even if they are not themselves involved.

The companies and other legal persons involved are represented either by their legal representative or by any individual they will be substituted.

Minutes:

Minutes of meetings should be prepared on a special register on listed flip and initialed with the following information: date and place of the meeting, name and title of President, identity of shareholders present or represented with an indication of the number shares they hold, the submitted documents and reports, a summary of the debates, the resolutions put to the vote, the vote.

In case of written consultation, it is mentioned in the report which is appended the response of each partner.

The minutes are prepared and signed by the manager and chairman. Copies or extracts shall be certified by a single manager, or possibly the liquidators.

Extraordinary decisions:

Extraordinary decisions are those that carry or cause, directly or indirectly, amend the articles.

Subject to other mandatory conditions laid down in this Constitution or by law, extraordinary decisions are adopted by shareholders representing at least two thirds of the shares.

Notwithstanding, it is recalled that the manager can put the laws into compliance with the law and regulations subject to ratification by a decision of the partners representing at least two thirds of the share capital.

Quorum is on first call to a quarter of the shares and on second call on the fifth of the shares.

Ordinary decisions:

Ordinary decisions are all those not covered by the definition given above extraordinary decisions.

These include those relating to the approval of the annual accounts, income allocation, appointment and dismissal of the manager, the approval of all acts of management that are not within the definition of its powers internal.

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A General Meeting called to approve the financial statements must necessarily be held each year within six months of the year end under Article L 223-26 of the Commercial Code.

Subject to other mandatory conditions laid down in this Constitution or by law, ordinary decisions are adopted by one or more partners representing more than half of the shares.

If this majority is not reached at the first consultation, the partners met and consulted a second time and then decisions are validly taken by a majority of the votes cast, whatever the number of voters on the express condition that relate to matters that have been the first consultation.

Stripping parts:

When the shares are subject to a dismemberment - usufruct on the one hand and on the other bare ownership - the right to vote belongs to the beneficial, namely:

I - In terms of ordinary general meetings: The voting rights of the usufructuary will cover:

- Approval of the accounts;
- The allocation and distribution of results;

For these decisions, the bare owner shall be also convened. The voting right will belong to the bare owner for all other decisions. For these decisions, the usufructuary must also be convened.

II - In terms of extraordinary general meetings: The voting right will belong to the bare owner for all decisions. For these decisions, the usufructuary must also be summoned.

In case of transfer of shares under the provisions of Article 787 B of the General Tax Code, with reservation of usufruct, and notwithstanding with what has been stated above, the voting rights usufructuary will then be limited to decisions regarding the allocation of profits.

TITLE V - FINANCIAL STATEMENTS

ARTICLE 15. SOCIAL EXERCISE

The fiscal year begins on January 1 and ends December 31 of each year.

ARTICLE 16. FINANCIAL STATEMENTS

The financial statements are prepared in accordance with the law.

At the close of each financial year, the management draws up an inventory and the financial statements and establishes the management report.

In the six months after the year end, the shareholders' meeting approves the annual accounts, as appropriate, after the report of the auditor.

In the month of their approval by the shareholders' meeting, the company shall file in duplicate with the Registry of the Commercial Court, to be annexed to the commercial register and societies, the documents mentioned in Article 232 L -22 of the Commercial Code.

In case of refusal of approval, a copy of the refusal decision is filed within the same period.

After approval of the accounts and recognition of the existence of distributable sums, the Assembly determines the share thereof allocated as dividends.

The law of 2 August 2005 provides the sole shareholder and sole manager explicitly approve the accounts, the filing with the Registry of the Commercial Court an endorsement. In this case, the receipt of deposit accounts issued by the Registry of the Commercial Court shall be referred to the record of the proceedings in the same way that a decision of approval of the accounts.

PART VI - MISCELLANEOUS PROVISIONS ARTICLE 17. AUDITORS

Appointment:

Upon recognition of the meeting at least two of three criteria defined in Article L 223-35, second subparagraph, of the Commercial Code, the sole shareholder or the shareholders' meeting as the case shall appoint at least one commissioner Auditor and a deputy for six years.

Article 223-35, in its second paragraph reads: "Are required to appoint an auditor at least the limited liability companies that exceed the close of a financial year figures fixed by decree in Council of State for two of the following criteria: their balance sheet total, the amount of duty their turnover or the average number of employees during a fiscal year."

The company is not required to appoint an auditor as soon as it did not exceed the numbers set for two of the three criteria during the two years preceding the expiry of the mandate of the Commissioner in office.

A limited liability company, held pursuant to Article 223-35 of the above-mentioned appoint an auditor, whose accounts of the last three twelve month periods have been duly approved by the members, may, without calling public offering, issuing new bonds.

Even when not required, the appointment of an auditor may be requested in court by one or more shareholders representing at least one tenth of the share capital.

Decisions taken in the absence of regular appointment of auditors or on the report of appointed commissioners or remained in office contrary to law, are void.

The action in nullity is extinguished if the deliberations are expressly confirmed by a decision taken on the duly appointed commissioners' report.

It is noted that the company is not dissolved by any events that may affect any of its partners or by the removal of a manager or not it is associated.

Clearance:

At the expiration of social life or in cases of early termination for any reason whatsoever, the liquidation is carried out by the manager then in office.

The liquidation of the company is conducted in accordance with Articles L 237-1 and following of the Commercial Code.

The net proceeds of liquidation, after the extinction of liabilities and liquidation expenses and reimbursement associated with the paid and unamortized nominal amount of their shares, is divided among the partners in proportion to the number of Units held and the share of the partner who made only his industry is equal to that of the partner who has the least brought.

If all the shares are combined into a single hand, the expiration of the company or is dissolved for any reason whatsoever, results in the complete transfer of corporate assets to the sole shareholder in the case of a person morality,

Mission:

The auditors perform the mission and enjoy the prerogatives defined by Article L 223-39 of the Commercial Code.

To facilitate the mission of the auditor and provide sufficient information or associates of, the financial statements, the management report are required at the registered office at the disposal of the auditor, a month before the convening of the annual meeting.

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Revocation:

In cases of misconduct or incapacity, the auditors may be removed from office before the normal expiry of the latter by decision of Justice at the request of management, the single partner or the assembly of associates.

ARTICLE 18. DISSOLUTION - LIQUIDATION

Dissolution:

The dissolution of the company intervenes automatically to the time fixed for its duration, as even after the one-year period during which the number of shareholders would exceed percent if, at the same time, adjustment is not intervened in the conditions specified in Article L 223-3 of the Commercial Code.

By decision of extraordinary nature, the community of shareholders may decide at any time of the dissolution; this subject should be considered when equity falls below half of the share capital due to losses.

In addition, any person can request the dissolution of Justice in the company when the equity is less than half the share capital, either because the manager or the auditor if there are caused no collective decision associates referred to above within four months of the recognition of losses, whether related could not validly deliberate on the same subject, is still in the balance sheet clean-default within the period and under the conditions referred to in Article L 223-42 of the Commercial Code; without it being necessary to liquidation, subject to the right of opposition of creditors, in accordance with Article 1844-5 of the Civil Code. If the sole shareholder is a natural person, it will be necessary to proceed to liquidation.

ARTICLE 19. AWARD OF JURISDICTION

Disputes relating to social affairs or the interpretation or enforcement of these statutes, occurring during the term of the Company or during its liquidation between shareholders and the company according to law, are subject to court of competent jurisdiction of Commerce head office.

ARTICLE 20. NON-COMPETITION - TERM EFFECT POSTHUMOUS

It is prohibited to all members of society, founders or not officers or no :

- Exercise any activity outside of it that could be competitive or unfair towards the company;
- Establish a posthumous effect term in contradiction with the provisions hereof.

THESE ARE THE STATUTES

SECOND PART -provisions MISCELLANEOUS AND TRANSITIONAL

FIRST FINANCIAL YEAR

Exceptionally, the first accounting year shall commence on the date of registration of the company in the commercial register and societies will be closed December 31, 2009.

FIRST MANAGER

The first manager is: Ms. Odile Huffer, born CARPENTIER CHANGY, applicant herein

The term of office is: unlimited

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TALLAHASSEE, FLORIDA

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