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Fax Number : (850)205-0363

From: Account Name : THE KLEINFELD LAW FIRM
Account Number : I20020000152
Phone : (305)375-9515
Fax Number : (305)358-6541

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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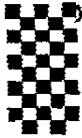
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FOREIGN LIMITED LIABILITY COMPANY

ALOHA OF KEY WEST, LLC

Name Availability	
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 11, 2002

THE KLEINFELD LAW FIRM

SUBJECT: ALOHA OF KEY WEST, LLC
REF: W02000034673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to include the registered agent's information and signature.

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) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H02000235864
Letter Number: 602A00065479

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DIVISION OF CORPORATIONS

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

IN COMPLIANCE WITH SECTION 608.309, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

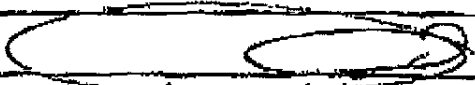
- 1. ALOHA OF KEY WEST, LLC
(Name of foreign limited liability company)
- 2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 65102371B
(FEI number, if applicable)
- 4. DECEMBER 8, 2002
(Date of Organization)
- 5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. DECEMBER 8, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 329 DUVAL STREET
KEY WEST, FLORIDA 33040
(Street address of principal office)

- 8. If limited liability company is a manager-managed company, check here
- 9. The name and usual business addresses of the managing members or managers are as follows:
MORDECHAI ARAZI
329 DUVAL STREET
KEY WEST, FLORIDA 33040

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- 10. Attached is an original 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. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
- 11. Nature of business or purposes to be conducted or promoted in Florida: RETAIL CLOTHING


Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
MORDECHAI ARAZI
Typed or printed name of signer

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.

1. The name of the Limited Liability Company is:

ALOHA OF KEY WEST, LLC

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

MORDECHAI ARAZI

(Name)

329 DUVAL STREET

Florida street address (P.O. Box NOT ACCEPTABLE)

KEY WEST,

FL 33040

(City/State/Zip)

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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.



(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALOHA OF KEY WEST, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF DECEMBER, 'A.D. 2002.

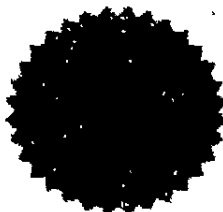
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALOHA OF KEY WEST, LLC" WAS FORMED ON THE SIXTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
HARRIET SMITH WINDSOR
ALABAMA, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3599054 8300

AUTHENTICATION: 2132694

DATE: 12-09-02