

LO2000018796

BALDWIN & MORRISON, P. A.

ATTORNEYS & COUNSELLORS AT LAW

7100 SOUTH U. S. HIGHWAY 17-92

FERN PARK, FLORIDA 32730-2092

JOHN A. BALDWIN  
WILLIAM H. MORRISON  
CHRISTOPHER H. MORRISON

TELEPHONE  
(407) 834-1424  
FAX  
(407) 834-4845

July 10, 2002

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100006348311--8  
-07/12/02--01027--009  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Retail Designs, L.L.C.

Ladies/Gentlemen:

Please find enclosed Articles of Organization of Retail Designs, L.L.C. and a check in the amount of \$125.00.

You may accept this letter as authority on behalf of the stockholders, offices and directors of the former corporation Retail Designs, Inc., permitting the use of the name "Retail Designs, L.L.C." for the limited liability company.

Sincerely,

  
William H. Morrison

02 JUL 25 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

WHM/lk  
Enclosures (as stated)

Name	Availability cc:	William Abruzzino
Document Examiner		DCC
Updater		DCC
Updater Verifier		DCC
Acknowledgement		DCC
W. P. Verifier		DCC

RA's acceptance

LO2000018796

5 pages  
LO2000020328



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 15, 2002

WILLIAM H. MORRISON  
BALDWIN & MORRISON, P.A.  
7100 SOUTH U.S. HIGHWAY 17-92  
FERN PARK, FL 32730-2092

SUBJECT: RETAIL DESIGNS, L.L.C.  
Ref. Number: W02000020328

We have received your document for RETAIL DESIGNS, L.L.C. and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days 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

Letter Number: 702A00043477

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUL 25 AM 11:16

FILED

**ARTICLES OF ORGANIZATION  
OF  
RETAIL DESIGNS, L.L.C.**

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 **RETAIL DESIGNS, L.L.C.** ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 2101 West SR 434, Suite 105, Longwood, Florida 32779.

**ARTICLE III - DURATION**

The company's existence shall be perpetual unless the company is earlier dissolved provided in these articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and address of the registered agent of the company in the State of Florida is William H. Morrison, Esquire, 7100 South U.S. Highway 17-92, Fern Park, Seminole County, Florida 32730.

**ARTICLE V - ADMISSION OF NEW MEMBERS**

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 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI - TERMINATION OF EXISTENCE**

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 the consent of all the remaining members, provided there is at least one remaining member.

02 JUL 25 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE VII - MANAGEMENT**

The company shall be managed by a manager in accordance with Regulations adopted by the members for the management of the business and affairs 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 manager of the company is **WILLIAM A. ABRUZZINO** whose address is 1050 Edmiston Place, Longwood, Florida 32779.

**ARTICLE VIII - EFFECTIVE DATE**

In accordance with *Section 608.409, Florida Statutes*, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned organizers have made and subscribed these articles of organization at Fern Park, Florida, on this 9<sup>th</sup> day of July, 2002.

*William A. Abruzzino*  
WILLIAM A. ABRUZZINO, Organizer/Member

STATE OF FLORIDA  
COUNTY OF SEMINOLE

*William A. Abruzzino*  
WILLIAM A. ABRUZZINO, Applicant

02 JUL 25 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

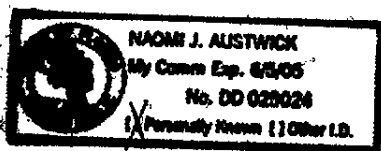
FILED

Sworn to and subscribed before me this 9<sup>th</sup> day of July, 2002, by WILLIAM A. ABRUZZINO.

*Naomi J. Austwick*  
Notary Public - State of Florida  
Print/Type/Stamp Name NAOMI J. AUSTWICK

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

(SEAL)



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of RETAIL DESIGNS, L.L.C., 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 accept the obligations of the position of registered agent.

  
WILLIAM H. MORRISON, ESQUIRE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUL 25 AM 11:16

FILED