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LIMITED LIABILITY COMPANY

Harry's of America, LLC

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DIVISION OF CORPORATION

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR
HARRY'S OF AMERICA, LLC**

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ARTICLE I - NAME

The name of the Limited Liability Company is:

HARRY'S OF AMERICA, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

1056 N. Third Street
Jacksonville Beach, FL 32250

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

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

RAX CO.
c/o Daniel B. Nunn, Jr.
50 N. Laura Street, Suite 3300
Jacksonville, FL 32202

ARTICLE IV - MANAGEMENT (Check box if applicable.)

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

RAX CO., a Florida corporation

By: Marcia M. Hazen
Marcia M. Hazen, Vice President
Authorized Representative of 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.)

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
HARRY'S OF AMERICA, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608, Florida Limited Liability Company Act, RAX CO., located at 100 North Laura Street, Suite 3300, Jacksonville, Florida, Attention: Daniel B. Nunn, Jr., having been named as registered agent to accept service of process upon HARRY'S OF AMERICA, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 25th day of September, 2002.

RAX CO., a Florida corporation,
Registered Agent

By: Maurcen M. Hazen
Maurcen M. Hazen, Vice President