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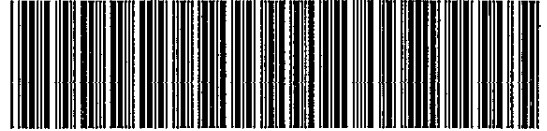
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TALLAHASSEE, FLORIDA

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May 6, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Formerly Franchised Closets, L.L.C.

Ladies and Gentlemen:

Enclosed please find Articles of Organization of Formerly Franchised Closets, L.L.C., and Certificate of Designation of Registered Agent/Registered Office, along with an extra copy. We also enclose a check in the amount of \$155 representing the filing fee of \$125 and \$30 for a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Christopher H. Burrows

Enclosures

cc: Mr. and Mrs. Andrew Kuperman

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**ARTICLES OF ORGANIZATION OF
FORMERLY FRANCHISED CLOSETS, L.L.C.,
A LIMITED LIABILITY COMPANY**

The undersigned, being the member, is authorized to execute and file these Articles, and hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is FORMERLY FRANCHISED CLOSETS, L.L.C.

ARTICLE II - Address And Registered Agent:

The mailing address and street address of the principal or business office of the limited liability company is: 7876 Gardner Drive, Naples, Florida 34109-0607. The registered office is 7876 Gardner Drive, Naples, Florida 34109-0607. Amy F. Kuperman is the registered agent at that address.

ARTICLE III - Duration:

The period of duration for the limited liability company shall be perpetual commencing upon the acceptance of Articles of Organization by the Department of State.

ARTICLE IV - Management:

The limited liability company is to be managed by one manager and the name and address of the person who is to serve as manager is Amy F. Kuperman, 7876 Gardner Drive, Naples, Florida 34109-0607, until and unless a successor is elected and qualifies. Any Operating Agreement setting forth regulations of the company as defined in Florida Statutes section 608.402(24) must be in writing and signed by all the initial members.

ARTICLE V - Admission of Additional Members:

Additional members may be admitted by unanimous consent of the members under such terms as are set by the members and are consistent with these Articles and the Regulations.

ARTICLE VI - Members' Rights to Continue Business

If there are any remaining members of the limited liability company they may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event

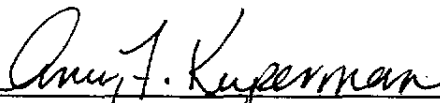
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which terminates the continued membership of a member in the limited liability company unless the members vote unanimously to terminate the business.

ARTICLE VII - Members' Rights

Pursuant to section 608.4235 of the Florida statutes, no member of the limited liability company other than the manager shall be an agent of the company solely by virtue of being a member, and no member other than the manager shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my free act this 6th day of May, 2003.



Amy F. Kuperman, Manager

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

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND 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 Formerly Franchised Closets, L.L.C.

2. The name and the Florida street address of the registered agent and registered office are: Amy F. Kuperman, 7876 Gardner Drive, Naples, Florida 34109-0607.

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 that 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.



Amy F. Kuperman, Registered Agent

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