

MAR-18-04 04:16PM

FROM-AKERMAN SENTERFITT & EIDSON P.A.

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

SWINTON VENTURE, LLC

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**ARTICLES OF ORGANIZATION
OF
SWINTON VENTURE, LLC
(A Florida Limited Liability Company)**

**ARTICLE I
NAME**

The name of the Limited Liability Company is Swinton Venture, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 75 N.E. 6th Avenue, Suite 214, Delray Beach, FL 33483.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by one or more members and is, therefore, a member-managed company. The initial Managing Member shall be Retail Concepts, Inc., a Florida corporation, with a business address at 75 N.E. 6th Avenue, Suite 214, Delray Beach, FL 33483.

**ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Limited Liability Company's initial registered agent is Jim Zengage, 75 N.E. 6th Avenue, Suite 214, Delray Beach, FL 33483.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of March, 2004.

AUTHORIZED REPRESENTATIVE:


Jim Zengage

(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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **Swinton Venture, LLC**, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16 day of March, 2004.


Jim Zengage

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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