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ORIDA/FOREIGN LIMITED LIABILITY CO.

ORLANDO DRESSES FOR LESS, LLC

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ARTICLES OF ORGANIZATION OF ORLANDO DRESSES FOR LESS, LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I NAME

The name of this limited liability company is ORLANDO DRESSES FOR LESS, LLC (the "Company").

ARTICLE II ADDRESS

The Company's mailing address and street address of the principal office of the Company is 6679 Newport Lake Circle, Boca Raton, FL 33496.

ARTICLE III REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of the Company is Barbara Weiner, 6679 Newport Lake Circle, Boca Raton, FL 33496.

ARTICLE IV MANAGEMENT

The Company shall be a Member-Managed entity and the initial managing members are Donald Weiner and Barbara Weiner, 6679 Newport Lake Circle, Boca Raton, FL 33496.

The undersigned executed these Articles of Organization on this 2 day of May, 2008.

(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.)

Barbara Weiner, Member

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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:

ORLANDO DRESSES FOR LESS, LLC

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

Barbara Weiner 6679 Newport Lake Circle Boca Raton, FL 33496

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.

Barbara Weiner

MAY I 4 AH 7: 44
RETARY OF STATE
AHASSEE FLORIO