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ARTICLES OF ORGANIZATION

OF

RHONDA'S BRIDAL & PROM, LLC

The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, executes these Articles of Organization.

ARTICLE I.

The name of the limited liability company is RHONDA'S BRIDAL & PROM, LLC.

ARTICLE II.

The existence of the limited liability company shall commence on February 16, 2004.

ARTICLE III.

The limited liability company shall have perpetual duration.

ARTICLE IV.

The mailing address and the street address of the principal office of the limited liability company is 6948 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE V.

The name and street address of the initial registered agent of the limited liability company is John F. Wendel, Wendel & Chritton, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE VI.

The members may admit additional members only with the written consent of each member.

ARTICLE VII.

The remaining members of the limited liability company have the right to continue the business on the bankruptcy, death, dissolution, expulsion, resignation, or retirement, of a member, or the occurrence of any other event which terminates the continued membership of a member of the limited liability company.

ARTICLE VIII.

The management of the limited liability company shall be vested in its members.

IN TESTIMONY WHEREOF, the undersigned executed these Articles of Organization this 19th day of February, 2004.

OHN F. WENDEL

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been designated to serve as Registered Agent for RHONDA'S BRIDAL & PROM, LLC, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 19th day of February, 2004.

As Registered Agent

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