

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L03000037388
FILED 8:00 AM
October 01, 2003
Sec. Of State**

Article I

The name of the Limited Liability Company is:
MEMBERS WHOLESALE CLUB LLC

Article II

The street address of the principal office of the Limited Liability Company is:
8801 66TH ST N
SUITE C
PINELLAS PARK, FL. 33782

The mailing address of the Limited Liability Company is:
8801 66TH ST N
SUITE C
PINELLAS PARK, FL. 33782

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
SHARON KNOX
8801 66TH ST N
SUITE C
PINELLAS PARK, FL. 33782

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.

Registered Agent Signature: SHARON KNOX

Article V

The name and address of managing members/managers are:

Title: MGR
SHARON KNOX
8801 66TH ST N SUITE C
PINELLAS PARK, FL. 33782

Title: MGR
PHILLIP J GATTUSO
8801 66TH ST N SUITE C
PINELLAS PARK, FL. 33782

**L03000037388
FILED 8:00 AM
October 01, 2003
Sec. Of State**

Article VI

The effective date for this Limited Liability Company shall be:

09/30/2003

Signature of member or an authorized representative of a member

Signature: SHARON KNOX