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LAW OFFICES OF
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LLOYD T. ASBURY

FAX (904) 353-7625

January 4, 2000

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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Re: Articles of Organization for
Florida Limited Liability Company
Valerie Deroey Design, L.L.C.

Dear Sir:

L-361

Enclosed please find an original and one copy of Articles of Organization for Florida Limited Liability Company along with our check in the amount of \$155.00. Please return a certified copy of the articles to our office.

Please note that this Company will commence effective January 1, 2000.

Should you have any questions, please do not hesitate to call.

Sincerely,

Ann Henson Carr, CLA
Certified Legal Assistant

Enclosures

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TALLAHASSEE FLORIDA

EFFECTIVE DATE
1/1/00

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

VALERIE DEROY DESIGN, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is:

44 Marsh Creek Road

Amelia Island, Florida 32034

**ARTICLE III
DURATION**

The Company shall commence its existence effective January 1, 2000. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV
REGISTERED AGENT, REGISTERED OFFICE & REGISTERED
AGENT'S SIGNATURE**

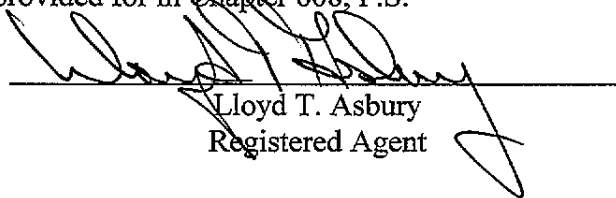
The name and the Florida street address of the registered agent are:

Lloyd T. Asbury
214 N. Clay Street
Jacksonville, Florida 32202

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
1/1/00

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 as provided for in Chapter 608, F.S.


Lloyd T. Asbury
Registered Agent

ARTICLE V CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company they may mutually agree.

ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by written consent.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE VIII
MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

**ARTICLE IX
MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles or organization. The names and addresses of the members of the company are

<u>NAME</u>	<u>ADDRESS</u>
Joel Deroy	44 Marsh Creek Road Amelia Island, Florida 32034
Valerie Deroy	44 Marsh Creek Road Amelia Island, Florida 32034

Valerie Deroy
Signature of a member or an authorized representative of a member.

Printed Name: VALERIE DEROY

(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.)

Valerie Deroy
Signee
Printed Name: VALERIE DEROY

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TALLAHASSEE
SECRETARY OF STATE