

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-361-062 • Fax (850) 222-1222

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Carl Depot, Inc.

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Name Availability	<i>Q 1-24</i>
Document	<i>Q</i>
Examiner	<i>Q</i>
Updater	<i>Q</i>
Modeler	<i>Q</i>
Verifier	<i>Q</i>
Acknowledgement	<i>Q</i>
W. P. Verifier	<i>Q</i>

Signature _____

Requested by: *cm*

Name _____

Date *1-24*

Time *10:01*

Walk-In _____

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<input checked="" type="checkbox"/>	Art of Inc. File
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
<input checked="" type="checkbox"/>	L.C. File <i>Cert. + Cert. + Skt.</i>
<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
<input checked="" type="checkbox"/>	Cert. Copy
<input type="checkbox"/>	Photo Copy
<input type="checkbox"/>	Certificate of Good Standing
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<input type="checkbox"/>	Certificate of Fictitious Name
<input type="checkbox"/>	Corp Record Search
<input type="checkbox"/>	Officer Search
<input type="checkbox"/>	Fictitious Search
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<input type="checkbox"/>	UCC 1 or 3 File
<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF GIRL DEPOT, LIMITED LIABILITY COMPANY

Pursuant to Florida Statute § 608.401 et seq. (1999) and Florida Statute § 621.01 et seq. (1993) and as thereafter amended, the undersigned certifies that I have associated for the purpose of becoming a limited liability company under the law for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company is **GIRL DEPOT, L.L.C.**, and it's principal office shall be located at Suite 501, 2601 East Oakland Park Blvd., Fort Lauderdale, 33306, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II

MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the initial principal office of the Limited Liability Company is: Suite 501, 2601 East Oakland Park Blvd., City of Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III

PURPOSES AND POWERS

The purposes of this Limited Liability Company is to provide Internet web site viewing and product sales.

The Limited Liability Company is authorized to do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the purposes which in not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this Limited Liability Company shall be carried out only through the members, managers, employees, and agents.

Additionally this Limited Liability Company is authorized to:

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1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles; and hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its professional business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in this connection and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the professional business or businesses to be transacted shall be construed as both purposes and powers of this professional limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the professional Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability

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Company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

Statement Designating Registered Agent and Office pursuant to Florida Statute § 608.407(c) and § 608.415 (1999).

The Limited Liability Company submits the following statement in designating its registered office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is **GIRL DEPOT, L.L.C.**

The name of the Registered Agent for **GIRL DEPOT L.L.C.**, is **Richard J. DeSanto, Esquire**, and the street address of the company's principal office where the registered agent is located is Suite 501, 2601 East Oakland Park Blvd., Fort Lauderdale, 33306

This statement is to acknowledge that, as indicated above, **GIRL DEPOT L.L.C.**, has appointed me, **Richard J. DeSanto, Esquire**, as its Registered Agent to accept service of process for the Limited Liability Company at the place designated above in the certificate. I accept this 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 provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept obligations of my position as Registered Agent.

Dated 01/18/00


Richard J. DeSanto, Esquire

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ARTICLE V

EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of the member(s) of this Limited Liability Company. This Article may be amended from time in the regulations of the Limited Liability Company by a vote of the members of the Limited Liability Company.

ARTICLE VI

MANAGEMENT

Management of this limited Liability Company is reserved to its member, whose name and address is as follows: Christine Posey c/o Richard J. DeSanto, Esquire, Suite

501, 2601 East Oakland Park Blvd., Fort Lauderdale, Florida.

ARTICLE VII

MANAGEMENT RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining member(s) shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII

DURATION

This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the Regulations adopted by the member(s).

ARTICLE VIII

The effective date of the Limited Liability Company is the date these Articles of Organization are filed with the Florida Department of State.

The foregoing Articles of Organization of Girl Depot, Limited Liability Company have been executed by the undersigned at the Law Office of **RICHARD J. DeSANTO, ESQUIRE**, Northern Trust Tower, 2601 East Oakland Park Boulevard, Suite 501, Fort Lauderdale, Florida on the date indicated below.

In accordance with Florida Statutes § 608.408(3)(1995), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: 01/18/99

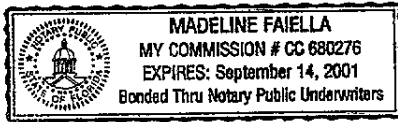
Christine Posey, Member
Christine Posey, Member

BEFORE ME, the undersigned authority, duly authorized to administer oaths and

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take acknowledgments in the State of Florida, personally appeared **Christine Posey**, who is who has produced Florida Driver's License # FP200-108-73-564-0 as identification.

Sworn to and subscribed by me on this 18th day of January, 2000




Notary Signature

MADELINE FAIELLA
Print name

My Commission Expires:

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