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April 12, 2000

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-04/17/00--01009--033  
\*\*\*\*155.00 \*\*\*\*155.00

Florida Department of State  
Division of Corporations  
Qualification/Registration Section  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/18/00--01079--013  
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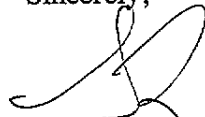
Re: Articles of Organization of VISITORS FLEA MARKET, LLC  
Our File No. 225-149

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization of VISITORS FLEA MARKET, LLC, together with a check in the amount of \$155.00 payable to the Florida Department of State to cover filing fees.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Gary A. Forster

GAF:pa  
Enclosures

FILED  
00 MAR 14 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtu  
4/19

**ARTICLES OF ORGANIZATION FOR VISITORS FLEA MARKET, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is VISITORS FLEA MARKET, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 9780 Kilgore Road, Orlando, Florida 32836-5706.

**ARTICLE III  
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by its managing member and the name and address of the managing member is:

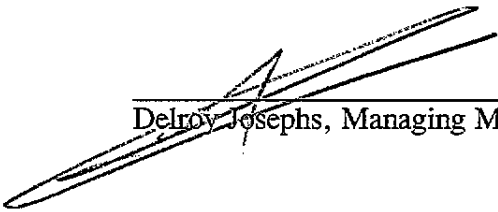
Delroy Josephs

9780 Kilgore Road  
Orlando, Florida 32836-5706

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 280 West Canton Avenue, Suite 410, Winter Park, Florida 32789 and the initial Registered Agent at such address is Frank L. Pohl, Esquire.

**IN WITNESS WHEREOF**, the undersigned managing member of the members affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 12th day of April, 2000.

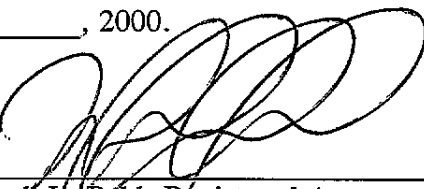
  
Delroy Josephs, Managing Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

**DATED** this 12th day of April, 2000.

  
\_\_\_\_\_  
Frank L. Pohl, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA