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April 18, 2000

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

Re:

Articles of Organization of 3D Merchandise, LLC

Our File No. 3745-1

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization of 3D Merchandise, 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.

Mame .
Availability

Document Examinar DCC GAP/Irm

Updater Enclosures CC

Updater verifyer C

Acknowledgement DCC

W. P. Verifyer DCC

Sincerely,

-Gary A. Forster

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ARTICLES OF ORGANIZATION FOR 3D MERCHANDISE, LLC, A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of the Limited Liability Company is 3D Merchandise, LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 2673 Runyon Circle, Orlando, Florida 32837.

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 members, and the names and addresses of the managing members are:

Jorge Senior

P.O. Box 1192

Windermere, FL 34786

Carlos Guerrero

7979 Westheimer #1903 Houston, TX 77063

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Limited Liability Company is 2673 Runyon Circle, Orlando, Florida 32837 and the initial Registered Agent at such address is Jorge Senior.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 17 day of April , 2000.

Jorge Senior, Managing Member

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 17th day of April , 2000.

Jorge Senior, Registered Agent