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Sharon L. Clayton
111 Second Avenue NE, Suite # 104
St. Petersburg, FL 33701
Phone and Fax: 727-823-7230

Date: 09-22-2000

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****125.00 ****125.00

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 SEP 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: LLC Filing for Sharon Clayton's Clothes Plus

Dear Sir/Madam,

Please find attached the articles of organization for the new Florida Limited Liability Company and a check for the Filing Fee (\$100.00) and the designation of registered agent (\$25.00).

Above on the letterhead you will find my address including my daytime phone number.

Yours truly,



Sharon L. Clayton

L00-11850
OK

Attachment: Articles of Organizations
Check # 1636 in the amount of \$ 125.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sharon Clayton's Clothes Plus LLC

ARTICLE II - Address:

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

*Plaza Tower & Courtyard Shops
111 Second Avenue NE, Suite # 104
St. Petersburg, FL 33701*

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Sharon L. Clayton
Name
111 Second Avenue NE, Suite # 104
Florida street address (P.O. Box NOT acceptable)
St. Petersburg FL 33701
City, State, and Zip

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.

Sharon L. Clayton
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Sharon L. Clayton
Signature of a member or an authorized representative of a member.

(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.)

Sharon L. Clayton
Typed or printed name of signee

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FILING FEES:**
\$ 100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)