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ACCOUNT NO. : 072100000032

REFERENCE : 865845 9046A

AUTHORIZATION : *Patricia Pyjette*

COST LIMIT : \$ 125.00

ORDER DATE : October 17, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 865845-005

CUSTOMER NO: 9046A

8000003427568--7

CUSTOMER: Gregory A. Fox, esq  
Fox And Fox, P.a.

Suite 100  
28050 U.s. Highway 19 North  
Clearwater, FL 33761

DOMESTIC FILING

NAME: ASHLEY TAYLOR HOME COLLECTION,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

*10/17/00*

00 OCT 17 11:12:08  
RECEIVED  
00 OCT 17 AM 11:38  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLES OF ORGANIZATION**  
**OF**  
**ASHLEY TAYLOR HOME COLLECTION, L.L.C.**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizers of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I**  
**Name**

The name of the limited liability company is Ashley Taylor Home Collection, L.L.C.

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III**  
**Units Of Equity Ownership**

The maximum number of units of equity ownership units Ashley Taylor Home Collection, L.L.C. is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Article IV**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 530 Isleworth Close, Tarpon Springs, Florida 34689.

**Article V**  
**Agent For Service Of Process**

The agent of the Company upon whom process in any action or proceeding against it may be served is Gregory A. Fox, Esquire, who may be served at 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

APPROVED  
AND  
FILED  
00 OCT 1 - 11/2: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article VI**  
**Organizers**

The name and address of the organizers are:

Shelly Katz  
530 Isleworth Close  
Tarpon Springs, FL 34689

Susan A. Mauch  
530 Isleworth Close  
Tarpon Springs, FL 34689

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers.

**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

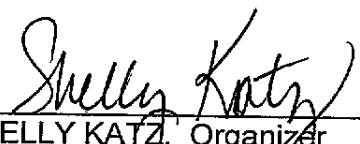
is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

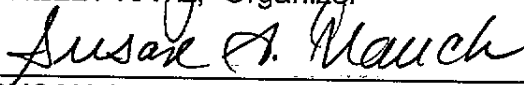
The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **Article X** **Amendment Of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Dated October 16<sup>th</sup>, 2000.

  
\_\_\_\_\_  
SHELLY KATZ, Organizer

  
\_\_\_\_\_  
SUSAN A. MAUCH, Organizer

APPROVED  
AND  
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00 OCT 17 01:12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida

)

) ss.

County of Pinellas

)

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of October, 2000 by Shelly Katz and Susan A. Mauch.

Gregory A. Fox  
Notary Public

My commission expires:



Gregory A. Fox  
MY COMMISSION # CC956031 EXPIRES  
August 5, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

00 OCT 17 12:08  
RECEIVED  
FBI FD  
SECTION OF STATE  
FALL ARRESTED 10/17/04

**ACCEPTANCE OF REGISTERED AGENT**

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

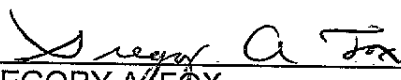
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ASHLEY TAYLOR HOME COLLECTION, L.L.C.

The name of the registered agent for ASHLEY TAYLOR HOME COLLECTION, L.L.C. is GREGORY A. FOX and the street address of the company's principal office where the agent is located is 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

This statement is to acknowledge that, as indicated above, ASHLEY TAYLOR HOME COLLECTION, L.L.C. has appointed me, GREGORY A. FOX, as its registered agent to accept service of process for the company at the place designated above in this 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dated October 16, 2000.

  
\_\_\_\_\_  
GREGORY A. FOX

The foregoing instrument was acknowledged before me this 16th day of October, 2000 by GREGORY A. FOX, agent on behalf of ASHLEY TAYLOR HOME COLLECTION, L.L.C., a limited liability company, who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

 Susan T Greene  
My Commission CC703984  
Expires December 21, 2001

SECRETARY OF STATE  
OFFICE OF REVENUE & TAXATION

00 OCT 17 12:08

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AND  
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