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LOW OFFICES OF JUSTIN M. SENIOR, P.A.
109 North Street, Suite 1
Gainesville, Florida 32601
Telephone (352) 379-1121
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April 25, 2001

VIA U.S. MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

Re: Catherine Trunnell/Sunflower Scrapbooks LLC

To whom it may concern:

Accompanying this correspondence please find the original Articles of Organization for Sunflower Scrapbooks LLC, a proposed Florida limited liability company, along with an original Certificate of Designation of Registered Agent identifying the company's organizer, Catherine Trunnell, as registered agent for service of process.

Please file these documents and establish Sunflower Scrapbooks as a limited liability company in the state of Florida as soon as possible. My client and I have enclosed \$125.00 for the purpose of covering any and all filing fees applicable to this process (\$100 for the Articles of Organization and \$25 for the Certificate of Designation of Registered Agent).

If you have any questions about the above or the enclosed, please do not hesitate to contact my office. Please send any future correspondence regarding this matter either to my office. Thank you for your time and consideration.

Sincerely,



Justin M. Senior

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JK

ARTICLES OF ORGANIZATION
OF
SUNFLOWER SCRAPBOOKS, LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be Sunflower Scrapbooks, LLC (the “company”).

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company is 500 N.W. 60th Street, Gainesville, Florida 32608.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company’s existence shall be perpetual unless the company is dissolved earlier as provided by Florida law, these articles of organization, or the company’s regulations.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Catherine E. Trunnell, 500 N.W. 60th Street, Gainesville, Florida 32608.

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be

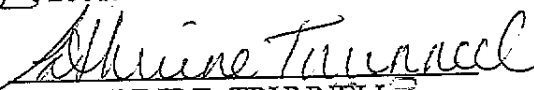
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI - MANAGEMENT

The company shall be managed by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the member(s) of the company are: Catherine Trunnell and Greg Trunnell.

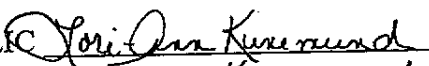
IN WITNESS HEREOF, the undersigned organizer has made and subscribed these articles of organization at Gainesville, Florida, on 4/25, 2001.


CATHERINE E. TRUNNELL
6116 N.W. 44th Place
Gainesville, FL 32606.

STATE OF FLORIDA)
)ss
COUNTY OF ALACHUA)

On April 25, 2001, CATHERINE E. TRUNNELL, who is known to me, or who produced 7654-125-74-556-0 as identification, appeared before me personally and stated under oath that the facts set forth in this Affidavit are based upon her personal knowledge and are true and correct.



NOTARY PUBLIC 
Printed name Lori-Ann Kunemund
Commission expires _____

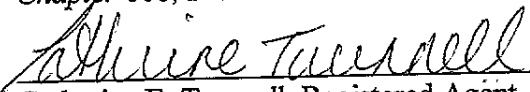
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **Sunflower Scrapbooks, LLC.**
2. The name and the Florida street address of the registered agent and office are:

**Catherine E. Trunnell
500 N.W. 60th Street
Gainesville, FL 32608**

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, Florida Statutes.


Catherine E. Trunnell, Registered Agent

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