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Stuart Reed, Esq.
Attorney at Law

(305) 674-9495

940 Lincoln Road, Suite 319
Miami Beach, Florida 33139

May 7, 2001

Shawn Logan
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Fresh Footwear, Ltd. Co.
Ref No.: W01000009179

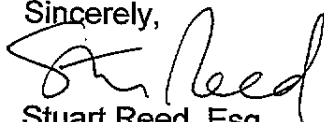
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****130.00 ****130.00

Dear Mr. Logan:

Fresh Footwear, Ltd. Co.'s Articles of Organization are enclosed, with a check in the amount of \$130.00 made out to the Florida Department of State for the filing fee, designation of registered agent and a certificate of status.

In response to your letter no. 401A00024184, the articles state that the street address of the principal office is also the mailing address of the entity.

Sincerely,


Stuart Reed, Esq.

FILED
2001 MAY 17 PM 1:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2001

ROBB M. GARVIE
650 WEST AVE
SUITE 2111
MIAMI BEACH, FL 33139

SUBJECT: FRESH FOOTWEAR, LTD. CO.
Ref. Number: W01000009179

We have received your document for FRESH FOOTWEAR, LTD. CO. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 401A00024184

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FRESH FOOTWEAR, LTD. CO.

Article I – Name

The name of the limited liability company is **FRESH FOOTWEAR, LTD. CO.**

Article II – Street Address of the Principal Office and Mailing Address

The street address of the principal office and the mailing address is **650 West Avenue, #2111 Miami Beach, Florida 33139.**

Article III – Registered Agent

The registered agent shall be **Robb M. Garvie at 650 West Avenue #2111, Miami Beach, Florida 33139.**

Article IV – Manager-Managed Company

The limited liability company shall be managed by one manager and the initial manager shall be Robb M. Garvie. The number of managers may be increased or decreased from time to time by amendment to these Articles of Organization, but no decrease shall have the effect of shortening the term of any incumbent manager.

The limited liability company shall indemnify and hold harmless each person who shall serve at any time hereafter as a manager of the limited liability company from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a manager or officer of the limited liability company, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such manager or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or manager is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the limited liability company to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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TALLAHASSEE, FLORIDA
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Article V – Purpose and Powers

The purpose for which the limited liability company is organized is to transact all lawful business for which limited liability companies may be organized under the laws of the State of Florida. The limited liability company shall be authorized and permitted to do any and all things allowed and permitted to be done under the Statutes of the State of Florida, and to transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

Article VI - Term

The term of existence of the limited liability company shall be perpetual.

The undersigned member executes these Articles of Organization and affirms under penalties of perjury that the facts stated herein are true.

Robb Garvie
Robb Garvie, Manager
Fresh Footwear, Ltd. Co.


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TALLAHASSEE FLORIDA

The undersigned registered agent affirms that he is familiar with and accepts the obligations of being a registered agent.

Robb Garvie
Robb Garvie, Registered Agent
Fresh Footwear, Ltd. Co.

Signed before me this 9th day of April, 2001 by Robb Garvie, who produced Florida Driver's License as identification.

Stuart Reed
Notary Public, State of Florida

 Stuart Reed
MY COMMISSION # CC877883 EXPIRES
October 7, 2003
BONDED THRU TROY FAIN INSURANCE INC.