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MARC F. OATES, P.A.

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May 17, 2001

Via Airborne Express

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Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850)487-6051

Re: **Formation: Winner's Circle Designs, LLC**
 Enclosure: Articles of Organization

Dear Registration Section:

Enclosed please find articles of organization for Winner's Circle Designs, LLC, LLC and a check made payable to Florida Department of State for the total amount of \$160.00 (which includes \$100 filing fee; \$25 designation of registered agent; \$30 certified copy; and \$5 certificate of status).

After filing, please return certified copies and certificate of status to this law office at the address listed above.

Should you have any questions, please do not hesitate contact this law office accordingly. Thank you for your attention to the enclosed.

Sincerely,

Marc F. Oates, P.A.

By: Marc F. Oates
Marc F. Oates, Esq.

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Enclosures as stated

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
FOR
WINNER'S CIRCLE DESIGNS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be **Winner's Circle Designs, L.L.C.**, hereinafter "Company". The principal place of business and mailing address of the Company in Florida shall be **2363 Alexander Palm Drive, Naples, Florida 34105**.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE III
PURPOSE AND POWERS

The general purpose for which the Company is organized is to provide computerized embroidering services and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and the street address of the registered agent of the Company in the State of Florida is:

Marc F. Oates, P.A.
Marc F. Oates, Esq.
10001 Tamiami Trail North, Suite 114
Naples, Florida 34108

**ARTICLE V
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the members in accordance with regulations adopted by the members 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 members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Christine Johnson Berry	2363 Alexander Palm Drive, Naples, Florida 34105
Dawn Maria Berry	P.O. Box 2604, Windermere, Florida 34786

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 17th day of May 2001.

Authorized representative of members:

Marc F. Oates, P.A.
Attorney for Members


Marc F. Oates, Esq.

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.

Registered Agent of L.L.C.:

Marc F. Oates, P.A.

By: Marc F. Oates
Marc F. Oates, Esq.

Its: Director/President

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