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Scott Stone  
4262 Spindlewick Dr.  
Pace, FL 32571

July 6, 2001

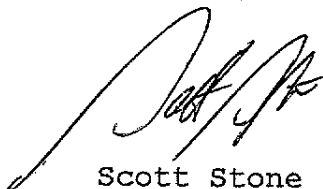
Florida Department of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Glenmar's Antiques/Collectibles and Tea Emporium, L.L.C.  
registration

Dear Sir or Madame:

Please find enclosed the Articles of Organization and addendum  
"A" attachments for capital contributions for each of the two  
members regarding the above referenced L.L.C. Also, please find  
enclosed one check for the filing fee and registered agent fee.  
Should anything further be required, please do not hesitate to  
contact me at the address above or at (850)436-6605.

Best regards,



Scott Stone

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
GLENMAR'S ANTIQUES/COLLECTIBLES AND TEA EMPORIUM, L.L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be:  
GLENMAR'S ANTIQUES/COLLECTIBLES AND TEA EMPORIUM, L.L.C.

ARTICLE II -- ADDRESS

The mailing address of the company is P.O. Box 7036, Pensacola, Florida 32534-0036 and the street address of the principal office of the company is 6929 N. Ninth Avenue, Pensacola, Florida 32514

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 in these articles of organization or in the 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:

Scott Stone, Esq.  
Suite 150  
125 W. Romana Street  
Pensacola, Florida 32501

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's Signature

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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## ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

## ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 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 VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS


The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

## ARTICLE IX -- MANAGEMENT

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:

Marion Brown  
9816 Huntsman Path  
Pensacola, FL 32514

Glenda Harris  
205 Booth Avenue  
Cantonment, FL 32533

  
\_\_\_\_\_  
Scott Stone, Esq.

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(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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GLENMAR'S ANTIQUES/COLLECTIBLES AND TEA EMPORIUM, L.L.C., deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$100
3. If any, the agreed value of property other than cash contributed by the member(s) is \$0. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$0. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: JUNE 23, 2001

Glenda Harris  
Glenda Harris

Sworn to and subscribed before me this 6/23/01 (date), by R. Blake (name)

Notary Public -- State of Florida

[Signature]  
Name

Personally Known     

OR

Produced Identification ✓

Type of Identification Produced DL Florida

(Seal)

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