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August 24, 2001

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32314

100004558021--3
-08/27/01--01095--001
*****25.00 *****25.00

Re: All Up to \$9.99 LLC

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Amended and Restated Organization along with a check in the amount of \$25.00 representing the filing fee.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

L01-13430
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ALL UP TO \$9.99 LLC**

**Original Articles of Organization filed with
the Florida Department of State on
August 9, 2001**

On August 23, 2001, the members of All Up To \$9.99 LLC (the "Company") duly adopted the following amended and restated articles of organization pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act:

**ARTICLE I
Name**

The name of the limited liability company is Sale Mania LLC (hereinafter called the "Company").

**ARTICLE II
Duration**

The existence of the Company shall be perpetual.

**ARTICLE III
Principal Office**

The mailing address and the street address of the principal office of the Company is 16850 Collins Avenue, #113-A, Sunny Isles, Florida 33160.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE V
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified.

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the members of the Company, hereby certifies that the foregoing constitutes the Amended and Restated Articles of Organization of All Up To \$9.99 LLC.

Executed by the undersigned this 24th day of August, 2001.

ALL UP TO \$9.99 LLC

By: 

Louis R. Montello, As Authorized
Representative for Raul Brik

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TALLAHASSEE, FLORIDA