

**LAW OFFICES OF DAVID S. COHEN, LC**

5728 Major Boulevard  
Suite 550  
Orlando, FL 32819  
Tel: 407-354-3420  
Fax: 407-354-3840

August 16, 2001

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600004543306--1  
-09/06/01--01005--013  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

600004543306--1  
-08/20/01--01137--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Country Clutter of Orlando, LLC.

Dear Sir or Madam:

W01-19528 / L01-15157

Enclosed please find the Articles of Incorporation for Country Clutter of Orlando, LLC, this firm's check in the amount of \$70.00 to cover the filing fee, and a completed designation of registered agent form. Upon receipt of this package, please file the said documents immediately with the Secretary of State. Once filed please fax confirmation to (407) 354-3840 and return a receipt of filing to this office.

If you have any questions or need further information, please do not hesitate to contact our office at the above number. Thank you for your assistance with this matter.

Very truly yours,

*Maria Gabriela Poole*

Maria Gabriela Poole  
Legal Assistant to  
David S. Cohen

Enclosures

W01-19528 / L01-15157

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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GP



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 22, 2001

MARIA GABRIELA POOLE  
LAW OFFICES OF DAVID S. COHEN, LC  
5728 MAJOR BOULEVARD, SUITE 550  
ORLANDO, FL 32819

SUBJECT: COUNTRY CLUTTER OF ORLANDO, LLC  
Ref. Number: W01000019528

We have received your document for COUNTRY CLUTTER OF ORLANDO, LLC and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return 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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 301A00048048

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION**  
of  
**COUNTRY CLUTTER OF ORLANDO, LLC.**

a Florida Limited Liability Company

**ARTICLE I - Name:**

The name of this limited liability company is COUNTRY CLUTTER OF ORLANDO, LLC.

**ARTICLE II - Period of Duration:**

The limited liability company's period of duration shall be perpetual, commencing on the date of filing of these Articles of Organization.

**ARTICLE III - Registered Agent:**

The initial registered office of the Limited Liability Company shall be 5728 Major Blvd., Suite 550, Orlando, Florida 32819, and the name of the initial registered agent of the Limited Liability Company shall be David S. Cohen, Esquire.

**ARTICLE IV - Principal & Mailing Address:**

The principal and mailing address of the Limited Liability Company shall be 5401 W. Oakridge Road, Suite 10, Orlando, FL 32819.

**ARTICLE V - Admission of Additional Member(s):**

The Member(s) may admit new Member(s) in accordance with the Operating Agreement for the company.

**ARTICLE VI - Member(s) Rights to Continue Business:**

The right, if given, of the remaining member(s) of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be by unanimous written consent of all remaining member(s) or under a right to continue stated in the Operating Agreement of the company.

**ARTICLE VII - Limitation on Agency Authority of Members:**

No member of the Company shall be an agent of the Company solely by virtue of being a member, and member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

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ARTICLE VIII - Business Purpose and Powers:

The purpose of the limited liability company's operations shall be any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with § 608.403, Fla. Stat., and the limited liability company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with § 608.404, Fla. Stat. From time to time the Member(s) may provide for a specific business purpose or purposes of the limited liability company and may limit the powers of the limited liability company in its Regulations.

ARTICLE IX - Management:

Unless otherwise stated in the Operating Agreement for the company, the management of the limited liability company's business and affairs shall be vested in the member(s).

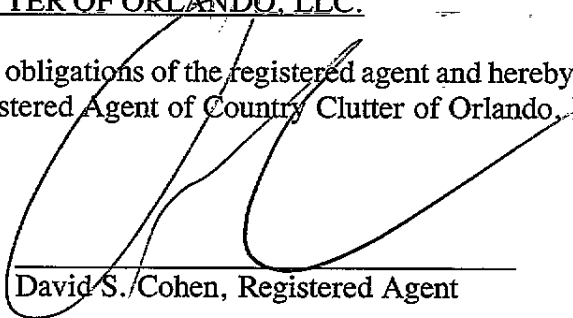
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this \_\_\_\_ day of August, 2001.

  
JAN CLARK

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF  
COUNTRY CLUTTER OF ORLANDO, LLC.

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Country Clutter of Orlando, LLC.



\_\_\_\_\_  
David S. Cohen, Registered Agent

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