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LIMITED LIABILITY COMPANY

THE DYEABLE SHOE STORE #5 LLC

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**ARTICLES OF ORGANIZATION
OF
THE DYEABLE SHOE STORE #5 LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is **THE DYEABLE SHOE STORE #5 LLC**.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Company is 321 North University Drive, #N-4, Plantation, Florida 33324

ARTICLE III

INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is James L. Berger, Esq., at Berger Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301.

ARTICLE IV

MANAGEMENT

The Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Prepared by:
James L. Berger, Esq.
Berger Singerman
350 East Las Olas Boulevard, Suite 1000
Fort Lauderdale, FL 33301
(954) 525-9900

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ARTICLE V
MEMBERSHIP UNITS

The Company is authorized to issue One Hundred (100) Membership Units.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: 9/17/01


JAMES L. BERGER, Authorized
Representative of Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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, Florida Statutes.

Dated: 9/17/01


JAMES L. BERGER
Initial Registered Agent

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