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ROSE SINGSTON BENTLEY
Requester's Name

2548 BLAIRSTONE PINE DR.
Address

TALLA/FI. 32301
City/State/Zip Phone #

MARTY FRIEDMAN 877-6555

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SPACEFAST / FRONTENAC FLEA MARKET, LLC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Examiner's Initials

APPROVED
AND
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RECEIVED
01 NOV 14 PM 1:02 NOV 14 PM 12:22
SECRETARY OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SPACECOAST/FRONTENAC FLEA MARKET, LLC

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 Spacecoast/Frontenac Flea Market, LLC. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 100 Church Street, Kissimmee, FL 34741.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. 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 R. Stephen Miles, Jr., 100 Church Street, Kissimmee, FL 34741.

ARTICLE V -- 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 of 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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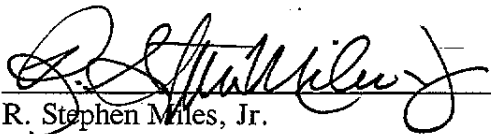
ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 VII -- MANAGEMENT

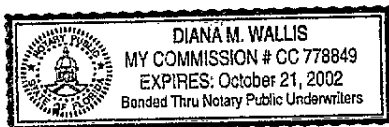
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is R. Stephen Miles, Jr., 100 Church Street, Kissimmee, FL 34741.


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Kissimmee, Florida, on November 13, 2001.


R. Stephen Miles, Jr.

STATE OF FLORIDA,
COUNTY OF OSCEOLA, ss:

Subscribed before me this Nov. 13, 2001, by R. Stephen Miles, Jr.,
who is personally known to me or who has produced _____
as identification.




Notary Name: Diana M. Wallis
Commission #: CC 778849
Commission Expires: 10/21/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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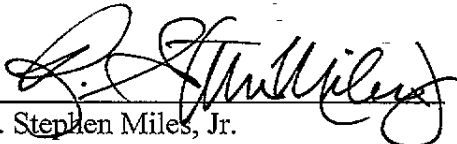
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, Spacecoast/Frontenac Flea Market, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Spacecoast/Frontenac Flea Market, LLC.
2. The name and street address of the registered agent in Florida are:

R. Stephen Miles, Jr.
100 Church Street
Kissimmee, FL 34741

The undersigned, being the person named in the articles of organization of Spacecoast/Frontenac Flea Market, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


R. Stephen Miles, Jr.
Registered Agent

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