

L02000001801

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Frisco, LLC

400004789134--2
-01/22/02--01101--002
****135.00 ****135.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$100.00 Filing fee for Articles of Organization
\$ 35.00 Designation of Registered Agent

From:

Scott Bridges

C/o Ultimate Accents, Inc.

9145 66th Street North

Pinellas Park, FL 33782

(727)343-8077

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TALLAHASSEE, FLORIDA

L02-1801
Q

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I

The name of the Limited Liability Company is:

Frisco, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

C/o Ultimate Accents, Inc., 9145 66th Street North, Pinellas Park, FL 33782

ARTICLE III

The period of duration for the Limited Liability Company shall be:

Twenty (20) Years

ARTICLE I

X The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Scott Bridges
C/o Ultimate Accents, Inc.
9145 66th Street North
Pinellas Park, FL 33782

Paula Bridges
C/o Ultimate Accents, Inc.
9145 66th Street North
Pinellas Park, FL 33782

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ARTICLE V – Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

With the unanimous consent of all the Members, which consent may be unanimously withheld, delayed or conditioned, any Person acceptable to the Members, subject to the terms of the Operating Agreement, may become an additional Member by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine. A Substitute Person may become a Member by purchasing the Interest of a current Member who has first offered the right to purchase to the Company and the other Members in accordance with the terms of the Operating Agreement. All Additional Members and Substitute Members are bound by the terms of the Operating Agreement and must join in the execution of that Agreement. No additional Member or Substitute Member shall be entitled to any retroactive allocation of losses, income or expenses deductions incurred by the Company. See Article XIV of the Company's Operating Agreement.

ARTICLE VI – Members Rights to Continue Business:

The right, if given, of the remaining members 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:

In such event, called a "Withdrawal Event", the business of the Company may be continued upon the unanimous consent of all remaining Members provided that there are at least two(s) remaining members.

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ARTICLE VII – Registered Agent

The name and address of the initial Registered Agent for the Limited Liability Company is:

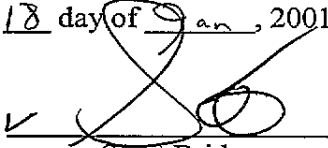
Scott Bridges
C/o Ultimate Accents, Inc.
9145 66th Street North
Pinellas Park, FL 33782

ARTICLE VIII – Organizer

The name and street address of the Organizer to these Articles of Organization, who is a Member of the Limited Liability Company is:

Scott Bridges
C/o Ultimate Accents, Inc.
9145 66th Street North
Pinellas Park, FL 33782

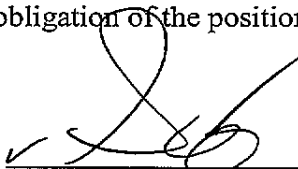
IN WITNESS WHEREOF, the undersigned Member of the above-described Limited Liability Company has hereunto set his hand and seal on this 18 day of Jan, 2001.



Scott Bridges

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Scott Bridges, having a business office identical to the Registered Office of the Limited Liability Company named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent per Section 628.415, Florida Statutes.



Scott Bridges

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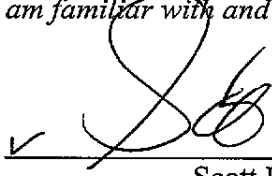
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/RESTRICTED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Frisco, LLC
2. The name and address of the registered agent/registered office is:

Scott Bridges
C/o Ultimate Accents, Inc.
9145 66th Street North
Pinellas Park, FL 33782

Having been named as registered agent and having accepted 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.



Scott Bridges

✓ 1/18/02
(Date)

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