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HARPER KYNES

02/06/02

Division of Corporations

Page of 2

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Florida Department of State

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From:

Account Name : HARPER, KYNES, GELLER
Account Number : 070651000745
Phone : (727) 799-4840
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LIMITED LIABILITY COMPANY

Fashion Exchange, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the Limited Liability Company is: Fashion Exchange, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2560 Gulf to Bay Blvd., Suite 300, Clearwater, Florida 33765.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Pierre M. Vogelbacher
2560 Gulf to Bay Blvd., Suite 300
Clearwater, FL 33765

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, F.S.


Pierre M. Vogelbacher, Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by its members and is, therefore, a member - managed company.


Pierre M. Vogelbacher, Authorized Representative

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

Pierre M. Vogelbacher
Typed or printed name of signee