

M. CHRIS EDWARDS, P.A.

ATTORNEYS AT LAW

1001 NORTH U.S. HIGHWAY ONE, SUITE 400 JUPITER, FLORIDA 33477 TELEPHONE: (561) 743-0480 FACSIMILE: (561) 743-0046 OF COUNSEL:
PAUL J. NICOLETTI, P.A.
BLOCK & COLUCCI, P.A.
LAW OFFICES OF LAWRENCE W. DUFFY

June 17, 2002

800005886428--3 -06/20/02--01055--007 ****125.00 ****125.00

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

Re: Curvention, LLC

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization, our check numbered 1751 in the amount of \$125.00, and a stamped self-addressed envelope for the above referenced matter. Please file the original Articles of Organization and return the copy date stamped in the attached envelope. Should you have any questions please feel free to contact our office.

Very truly yours,

Regina Holley

Legal Assistant to M. Chris Edwards, Esq.

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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION

OF

CURVENTION, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be CURVENTION, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 916 Firetree Road, North Palm Beach, FL 33408.

ARTICLE III - DURATION

The Company shall commence its existence on the date the Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is M. CHRIS EDWARDS, 1001 N. US Highway One, Suite 400, Jupiter, FL 33477.

ARTICLE V - MANAGEMENT

The Company shall be managed by its members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned initial member has made and subscribed these Articles of Organization at Jupiter, Florida, on this _17 day of June, 2002.

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Heather Benjamin, President of The Curvy Chick, Inc., as a

member of Curvention, LLC

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 17 day of April, 2002, by Heather Benjamin, as President of The Curvy Chick, Inc., who is personally known to me or who has produced a Driver's License as identification, and who did not take an oath.

NOTARY PUBLIC, State o My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CURVENTION, 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.

M. CHRIS EDWARDS

Registered Agent

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BECRETARY OF STATE