

**L020000d6417**

**H. FRANK WINN, JR.**

ATTORNEY AT LAW  
322 SOUTH ALCANIZ STREET  
SEVILLE SQUARE  
PENSACOLA, FLORIDA 32501

June <sup>27</sup>~~25~~, 2002

MAIL: POST OFFICE BOX 150  
PENSACOLA, FLORIDA 32591-0150  
TELEPHONE: (850) 434-6214  
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PRIORITY MAIL

Secretary of State  
Registration Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
02 JUN 28 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: SHOP GIRLS, LLC

Dear Sir or Madam:

800006101568--3  
-06/28/02--01040--007  
\*\*\*\*\*155.00 \*\*\*\*\*155.00

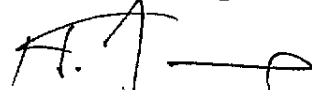
Enclosed for filing are:

1. Articles of Organization
2. Designation of Registered Agent
3. Fees: Filing Fee for Articles ----- \$100.00  
Designation of Registered Agent --- 25.00  
Certified copy ----- 30.00  
Check enclosed \$155.00

AL

Please return acknowledgment and certified copy to the undersigned.

Very truly yours,



H. FRANK WINN, JR.

HFWjr:emi  
Enclosures

ARTICLES OF ORGANIZATION  
OF  
SHOP GIRLS, 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.

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SEAL  
FALL MASSE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be SHOP GIRLS, LLC.

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the company is 280 North Palafox Street, Pensacola, FL 32501.

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 Barbara L. Grass, 280 North Palafox Street, Pensacola, FL 32501.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - 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 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.

#### ARTICLE VIII - 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 IX - 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 regulations 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 are Barbara L. Grass, 2306 Whaley Avenue, Pensacola, FL 32503.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Pensacola, Florida, on the 27<sup>th</sup> day of June, 2002.

  
Barbara L. Grass

  
Courtney E. Rogers

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Barbara L. Grass, who  
is personally known to me, this 27<sup>th</sup> day of June, 2002.

  
NOTARY PUBLIC

(SEAL)



H. Frank Winn, Jr.  
MY COMMISSION # DD114277 EXPIRES  
August 23, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Deborah R. Rodgers, who  
is personally known to me, this 27<sup>th</sup> day of June, 2002.

  
NOTARY PUBLIC

(SEAL)



H. Frank Winn, Jr.  
MY COMMISSION # DD114277 EXPIRES  
August 23, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

02 JUN 28 AM 9:28

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EXHIBIT "A"  
ARTICLES OF ORGANIZATION  
SHOP GIRLS, LLC

<u>MEMBER</u>	<u>INITIAL CAPITAL CONTRIBUTION AND VALUE</u>
BARBARA L. GRASS	\$30,000/Cash
COURTNEY E. ROGERS	\$30,000/Cash

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

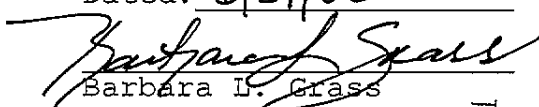
Under the provisions of F.S. 608.415, SHOP GIRLS, LLC,  
submits the following statement to designate a registered office  
and registered agent in the State of Florida:

1. The name of the limited liability company is SHOP  
GIRLS, LLC.
2. The name and street address of the registered agent in  
Florida are:

Barbara L. Grass  
280 North Palafox  
Pensacola, FL 32501

The undersigned, being the person named in the articles of  
organization of SHOP GIRLS, 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.


Dated: 6/27/02

  
Barbara L. Grass  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by BARBARA L. GRASS,  
is personally known to me, this 27<sup>th</sup> day of June, 2002.



  
NOTARY PUBLIC

(SEAL)

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02 JUN 28 2002  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE