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LIMITED LIABILITY COMPANY

BIJOUX ON BAYSHORE, LLC

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF ORGANIZATION
of
BIJOUX ON BAYSHORE, LLC**

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The undersigned members hereby execute these Articles of Organization for the purpose of forming a limited liability company in accordance with Chapter 608, Florida Statutes.

**ARTICLE 1
Name**

The name of this limited liability company shall be Bijoux on Bayshore, LLC.

**ARTICLE 2
Mailing Address and Street Address**

The mailing address and the street address of this limited liability company are: 1341 W. Robinhood Drive, Stockton, CA 95207.

**ARTICLE 3
Registered Agent**

The initial registered agent of this limited liability company is Charles E. Raffo, whose mailing address and street address are 2502 Rocky Point Drive, Suite 865, Tampa, Florida 33607. This limited liability company shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 4
Management**

This limited liability company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned member has executed these
Articles of Organization for the uses and purposes therein stated.

The Spanos Corporation,
a California corporation

By: 

Its: Vice President

Dated: July 18, 2002

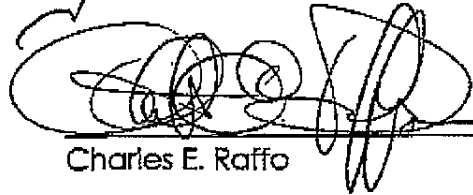
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Bijoux on Bayshore, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Charles E. Raffo, having been named as registered agent to accept service of process for the above-named limited liability company at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 608.415 Florida Statutes.

DATED this 18 day of July, 2002.



Charles E. Raffo

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