

L02000022933

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.  
ATTORNEYS AND COUNSELORS

THOMAS F. ICARD (1922-1985)  
JAMES W. CULLIS (1927-1987)

JAMES E. AKER  
CHARLES J. BARTLETT  
PAUL D. BEITLICH\*\*  
BRUCE P. CHAPNICK††  
CHARLES N. CLELAND, JR.  
ERIN L. DAILEY  
MARK C. DUNGAN  
MICHAEL L. FOREMAN  
ANDREW K. FRITSCH  
MICHAEL J. FUREN  
ARTHUR D. GINSBURG\*  
STEVEN R. GREENBERG\*\*  
F. THOMAS HOPKINS\*\*  
THOMAS F. ICARD, JR.\*\*  
JASON A. LESSINGER  
DAVID M. LEVINT††  
ROBERT G. LYONS\*\*\*  
WILLIAM W. MERRILL, III\*, †  
ROBERT E. MESSICK\*\*  
TROY H. MYERS, JR.  
J. GEOFFREY PFLUGNER

2033 MAIN STREET, SUITE 600  
SARASOTA, FLORIDA 34237-6091

(941) 366-8100

SARASOTA FACSIMILE

(941) 366-6384

TAMPA TELEPHONE

(813) 221-2100

REPLY TO: P.O. BOX 4195  
SARASOTA, FLORIDA 34230-4195

August 15, 2002

STEPHEN D. REES  
KATHERINE L. SMITH\*  
JOHN J. WASKOM

WILLIAM W. MERRILL (RETIRED)  
CURTIS J. TIMM (RETIRED)  
C. EUGENE JONES (RETIRED)

\* BOARD CERTIFIED MARITAL  
AND FAMILY LAWYER

\*\* BOARD CERTIFIED  
REAL ESTATE LAWYER

\*\*\* BOARD CERTIFIED  
CIVIL TRIAL LAWYER  
AND CERTIFIED MEDIATOR

ADDITIONAL JURISDICTIONS

\* ADMITTED IN ILLINOIS  
\*\* ADMITTED IN U.S. VIRGIN ISLANDS  
\*\*\* ADMITTED IN MICHIGAN  
† ADMITTED IN WASHINGTON, D.C.  
†† ADMITTED IN OHIO  
††† LL.M. IN OCEAN AND COASTAL LAW  
\* ADMITTED IN WISCONSIN

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

Re: Articles of Organization

Dear Sir:

Enclosed please find Articles of Organization for PF Consignment Enterprises, L.L.C.  
which we are forwarding for filing with the State. Also enclosed is a check for the filing fee in the  
amount of \$125.00.

Please don't hesitate to contact me if you have any questions.

Sincerely,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

A.K. Fritsch

Andrew K. Fritsch, Esq.

AKF/dh

Encl.

PAUSERS\DEBORAH\MISC\FerrisAO

Stamped in his absence  
to avoid delay.

J. BRYAN SEP - 5 2002

500007519125--9  
-09/04/02--01065--003  
\*\*\*125.00 \*\*\*125.00

FILED  
2002 SEP - 4 AM 10:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
PF CONSIGNMENT ENTERPRISES, L.L.C.**

FILED  
2002 SEP -4 AM 10:05  
DIVISION OF CORPORATIONS  
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 and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be PF Consignment Enterprises, L.L.C. ("Company").

**ARTICLE II -- PURPOSE AND POWER**

The purpose for which the Company is organized is to lease, own, operate and manage property, real, personal and mixed, of any kind and nature, to conduct a retail and/or consignment clothing business, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, the purchase, development, sale, service, lease, and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

**ARTICLE III -- MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and street address of the initial principal office of the Company shall be 6210 Medici Court, Ste. 103, Sarasota, FL 34243.

**ARTICLE III -- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is Andrew K. Fritsch, Esq., 2033 Main Street, Suite 600, Sarasota, FL, 34237.

**ARTICLE IV -- MANAGEMENT**

The Company is to be a member-managed company.

**ARTICLE V -- OPERATING AGREEMENT**

Any operating agreement entered into by the members of the Company, and any amendments or

restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, on this 14<sup>th</sup> day of August, 2002.

  
Andrew K. Fritsch, Authorized Representative

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

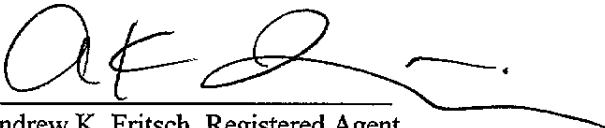
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the limited liability company is: PF Consignment Enterprises, L.L.C.
2. The name and address of the registered agent and office is:

Andrew K. Fritsch, Esq.  
2033 Main St., Suite 600  
Sarasota, FL 34247

Having been named as the 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 as registered agent.

8/14/02  
Date

  
Andrew K. Fritsch, Registered Agent