

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 800-441-062 • Fax (850) 222-1002

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Magnolia Antique mall, LLC

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****125.00 ****125.00

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

☒ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

☒ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

DIVISION OF CORPORATIONS

02 SEP -5 AM 11:31

RECEIVED

BK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP -5 PM 2:22

FILED

ARTICLES OF ORGANIZATION
OF
MAGNOLIA ANTIQUE MALL, LLC.
(a Florida Limited Liability Company)

FILED
02 SEP -5 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MAGNOLIA ANTIQUE MALL, L.L.C., and its principal office shall be located at 2211 27th Ave. Blvd. W. in the City of Palmetto, County of Manatee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. This is also the company's mailing address.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform

any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT BY MEMBERS

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

CAROLE S. LEE
2211 27th Ave. Blvd. W.
Palmetto, Fl 34221

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial registered office of the limited liability company is 2211 27th Ave. Blvd. W., City of Palmetto, County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is CAROLE S. LEE.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MAGNOLIA ANTIQUE MALL, L.L.C.

Executed by the undersigned at Bradenton, Manatee County, Florida on the 30th day of August, 2002.



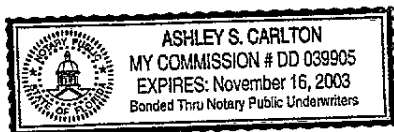
CAROLE S. LEE, Member

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared CAROLE S. LEE, to me known to be the person who executed the foregoing and she acknowledged before me that she executed same for the purposes therein expressed, and that she is personally known to me or has produced FL DL for identification.

WITNESS my hand and official seal this 30th day of August 2002.



 (Seal)
Notary Public

DESIGNATION OF REGISTERED AGENT AND OFFICE

FILED
02 SEP -5 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Manatee


Pursuant to the provisions of Sections 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MAGNOLIA ANTIQUE MALL, LLC.

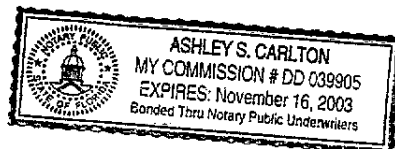
The name of the registered agent for MAGNOLIA ANTIQUE MALL, L.L.C. is CAROLE S. LEE and the street address and mailing address of the company's principal office where the agent is located is 2211 27th Ave. Blvd. W., Palmetto, Fl 34221.

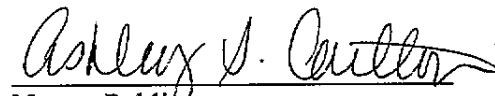
This statement is to acknowledge that, as indicated above, MAGNOLIA ANTIQUE MALL, LLC has appointed me, CAROLE S. LEE, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act 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.

Dated the 30th day of August, 2002


Registered Agent

The foregoing instrument was acknowledged before me this 30th day of August, 2002 by CAROLE S. LEE, agent on behalf of MAGNOLIA ANTIQUE MALL, LLC, a limited liability company. She is personally known to me or has produced FLDL as identification.




Notary Public