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Division of Corporations

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

FASHION COLLECTION, LLC

FROM DIVISION OF STATE
TALLAHASSEE FLORIDA

02 NOV '8 AM 9:46

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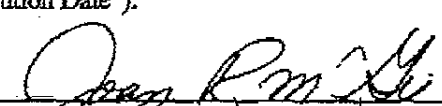
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**ARTICLES OF ORGANIZATION
OF
FASHION COLLECTION, LLC
(SINGLE-MEMBER)**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is Fashion Collection, LLC.
2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 8246 Coash Road, Sarasota, Florida 34241.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Joan R. McGee, whose address is 8246 Coash Road, Sarasota, Florida 34241.
4. Management. The Company shall be a member-managed company.
5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.
6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 8th day of November 2002 (the "Execution Date").


Name: Joan R. McGee
Title: Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.


Name: Joan R. McGee
As Registered Agent

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