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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Worldwide Merchandising, LLC

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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\_\_\_\_ 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 \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**WORLDWIDE MERCHANDISING, LLC**

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The undersigned member hereby certifies to the following in order to form a Limited Liability Company under Chapter 608, Florida Statutes.

**ARTICLE I - NAME**

The name of the Limited Liability Company is **WORLDWIDE MERCHANDISING, LLC.**

**ARTICLE II - DURATION**

This Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually, unless the Company is earlier dissolved in accordance with either the provisions of these Articles of Organization, the Operating Agreement or the Florida Limited Liability Company Act.

**ARTICLE III - PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of sales, sales representative, and consulting, and in such other business as may be agreed by the members.

**ARTICLE IV - PLACE OF BUSINESS**

The mailing address and the street address of this Limited Liability Company shall be 1004 Lake Cooper Drive, Lutz, Florida 33548, and such other place or places as the members from time to time may determine.

**ARTICLE V - REGISTERED AGENT**

The street address of the initial registered office of this Limited Liability Company is 60 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

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## **ARTICLE VI - MANAGEMENT OF BUSINESS**

The Limited Liability Company is to be managed by a Members. The name and address of the Managing Member is:

Donald Lawrence Eddings  
1004 Lake Cooper Drive  
Lutz, Florida 33548

## **ARTICLE VII - REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations known as an "Operating Agreement" containing all provisions for the regulation and management of this Company not inconsistent with law and these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this Company.

## **ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE IX - MEMBERS RIGHTS TO CONTINUE BUSINESS**

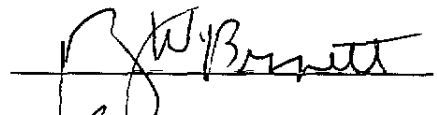
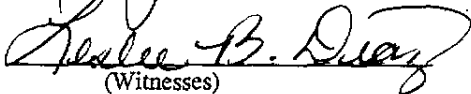
Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company may be continued by the consent of all the remaining members and there is at least one (1) remaining member.


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**ARTICLE X - AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and a certificate of amendment shall be filed, duly signed by all members of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the 6<sup>th</sup> day of January, 2003.

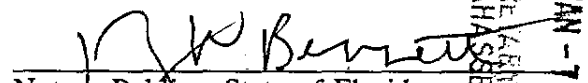
  
  
(Witnesses)

  
DONALD LAWRENCE EDDINGS

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **DONALD LAWRENCE EDDINGS**, (☒) who is personally known to me or (☐) who has produced \_\_\_\_\_ as identification, known to me to be the sole member of **WORLDWIDE MERCHANDISING, LLC**, and who executed the foregoing Articles of Organization and who acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the county and state named above, this 6<sup>th</sup> day of January, 2003.

  
Notary Public - State of Florida  
My Commission Expires: 6<sup>th</sup> JAN - 7 PM 1:37  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

mjp\llc\worldwid.art



Barry W. Bennett  
MY COMMISSION # CC845350 EXPIRES  
August 26, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 **WORLDWIDE MERCHANDISING, LLC.**
2. The name and the Florida street address of the registered agent are:

BARRY W. BENNETT  
60 Second Street, S.E.  
Winter Haven, Florida 33880

Having been named as 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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
BARRY W. BENNETT

Jan. 6 2003  
\_\_\_\_\_  
(DATE)