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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 902227 7364599

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 125.00

ORDER DATE : January 27, 2003

ORDER TIME : 9:16 AM

ORDER NO. : 902227-001

CUSTOMER NO: 7364599

CUSTOMER: Mr. Zachary J. Runnels  
Mr. Zachary J. Runnels

650 West Avenue  
Ph-05  
Miami Beach, FL 33139

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NAME: ZRUNNELS DESIGNS LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: \_\_\_\_\_

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

ZRUNNELS DESIGNS LLC

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

650 West Avenue, PH-05, Miami Beach, FL 33139

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Corporation Service Company  
Name  
1201 Hays Street  
Florida street address (P.O. Box **NOT** acceptable)  
Tallahassee FL 32301  
City, State, and Zip

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*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 as provided for in Chapter 608, F.S.*

Corporation Service Company  
By: Deborah D. Skipper Deborah D. Skipper  
Registered Agent's Signature Asst. V. Pres.

(An additional article must be added if an effective date is requested)

Deborah D. Skipper  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Deborah D. Skipper  
Typed or printed name of signee

### Filing Fees:

\$100.00 Filing Fee for Articles of Organization  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (Optional)  
\$ 5.00 Certificate of Status (Optional)

MANAGING MEMBERS OF:  
ZRUNNELS DESIGNS LLC

Zachary Runnels  
650 West Avenue, PH-05  
Miami Beach, FL 33139

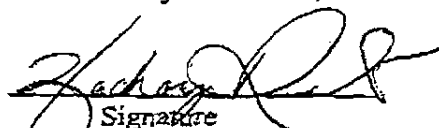
Robert Doughty  
650 West Avenue, PH-05  
Miami Beach, FL 33139

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of ZRLNNELS DESIGNS LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this      day of

  
Signature

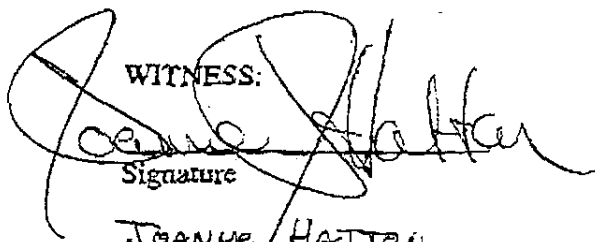
Zachary Russell  
Print Name of Signer

WITNESS:

  
Signature

Robert Doughty  
Print Name of Witness

WITNESS:

  
Signature

JOANNE HATTEN  
Print Name of Witness

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TALLAHASSEE, FLORIDA

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