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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

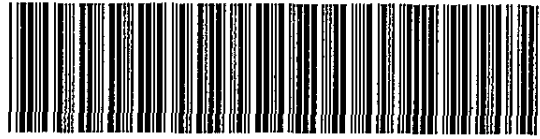
(Business Entity Name)

(Document Number)

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JAMES S. JACOBS
DAVID C. DEMBERT*
SANDRA S. FINK

*ALSO ADMITTED IN PA

LAW OFFICES
JACOBS & DEMBERT, P.A.
ONE SOUTH STREET, SUITE 1910
BALTIMORE, MARYLAND 21202-3279

jjacobs@jdlaw.com
ddembert@jdlaw.com
sfink@jdlaw.com

(410) 727-4433
FAX (410) 752-8105

March 18, 2003

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

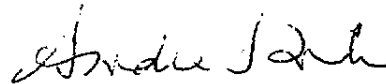
Re: Articles of Organization of
Stellar Mindworks, LLC

Dear Sir/Madam:

Enclosed for filing please find Articles of Organization and Designation of Registered Agent for Stellar Mindworks, LLC. Also enclosed is this firm's check payable to the Florida Department of State in the amount of \$125 for payment of the relevant filing fees.

Please process as required and forward your acknowledgment and acceptance of the Articles of Organization to the undersigned. If you should have any questions, please do not hesitate to contact me at the telephone number above.

Sincerely,



Sandra S. Fink

SSF/cwd
Enclosure(s)

cc: James S. Jacobs, Esquire (w/o encl.)
Susan H. Stackhouse (w/o encl.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
STELLAR MINDWORKS, LLC

FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is

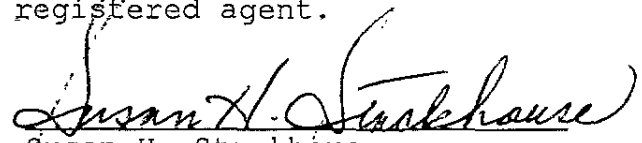
STELLAR MINDWORKS, LLC

SECOND: The purposes for which the Company is formed are: (a) to engage in all aspects of the business of developing and operating retail gift and novelty stores; (b) to carry on the business described above and any other related or unrelated business and activity in the State of Florida, in any state, territory, district or dependency of the United States, or in any foreign country; and (c) to do anything permitted under §608.404 of the Florida Limited Liability Company Act (the "Act") as amended from time to time.

THIRD: The address of the principal office of the Company in this State, which is also the mailing address of the Company, is Tampa Airport Marriott, Suite G-100, 5521 West Spruce Street, Tampa, Florida 33607.

FOURTH: The name and address of the registered agent of the Company are Susan H. Stackhouse, Tampa Airport Marriott, Suite G-100, 5521 West Spruce Street, Tampa, Florida 33607.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles, 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.


Susan H. Stackhouse
REGISTERED AGENT

FIFTH: The Company is to be managed by one or more Managers, who need not be Members. The name and address of the initial Manager are: Susan H. Stackhouse, Tampa Airport Marriott, Suite G-100, 5521 West Spruce Street, Tampa, Florida 33607.

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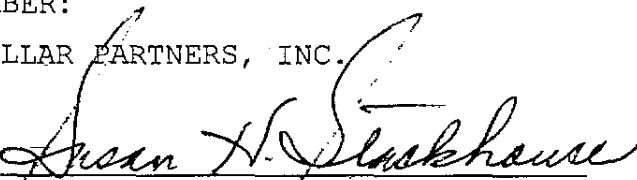
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IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this _____ day of March, 2003.

MEMBER:

STELLAR PARTNERS, INC.

By:



Susan H. Stackhouse,
President & CEO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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