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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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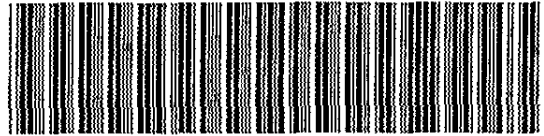
(Business Entity Name)

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LEGAL & COMPLIANCE, LLC
LAURA ANTHONY, ESQUIRE

April 2, 2003

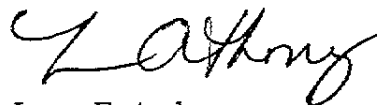
VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Flaunt Holdings, LLC

Enclosed please find a check in the amount of One Hundred and Twenty Five Dollars (\$125.00) payable to the Florida Department of State together with an original and one copy of the Articles of Organization for the formation of Flaunt Holdings, LLC.

Yours truly,



Laura E. Anthony
For the Firm

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Enclosure

cc: Client

ARTICLES OF ORGANIZATION

FOR

FLAUNT HOLDINGS, LLC

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME OF LLC

The name of the limited liability company is Flaunt Holdings, LLC.

The registered address of the principal office of this limited liability company shall be 223 Clematis Street, West Palm Beach, Florida 33401. The mailing address of the limited liability company shall be c/o 120 S. Olive Avenue, Suite 208, West Palm Beach, Florida 33401.

The business address of the limited liability company shall be 108 SW 18th Avenue, Fort Lauderdale, Florida.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation, including, but not limited to, the following:

(a) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE III. REGISTERED AGENT

The name and street address of the registered agent of the limited liability company shall be Laura Anthony, Esquire, 120 South Olive Avenue, Suite

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208, West Palm Beach, Florida 33401. The registered agent is an individual resident of the State of Florida.

ARTICLE IV. TERM

This limited liability company is to exist perpetually.

ARTICLE V. FORM OF MANAGEMENT

The management of Flaunt Holdings, LLC. shall be vested pursuant to the Operating Agreement. The member(s) may determine to grant exclusive rights to control and manage Flaunt Holdings, LLC., without restriction by these Articles of Organization.

ARTICLE VI. INDEMNIFICATION

(a) The company shall indemnify every member and manager, and the member or manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the member and manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the member or manager(s) may be entitled.

(d) The member and manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A member or manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

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(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

The undersigned authorized member representative has executed these Articles of Organization on April 2, 2003.



Laura Anthony, Esquire

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Laura Anthony, an individual residing in this state, having a business office located at 120 South Olive Avenue, Suite 208, West Palm Beach, Florida 33401, identical with the registered office of the limited liability company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

Flaunt Holdings, LLC.

Laura Anthony is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes.

Date: April 2, 2003

BY: 
Laura Anthony

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