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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : ARLENE F. AUSTIN, P.A.
Account Number : I20000000066
Phone : (941) 514-8211
Fax Number : (941) 514-4618

EFFECTIVE DATE
8-1-03

DIVISION OF CORPORATION

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RECEIVED

LIMITED LIABILITY COMPANY

Seraphim Boutique, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMF
4/1/03

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**ARTICLES OF ORGANIZATION OF
SERAPHIM BOUTIQUE, LLC
A LIMITED LIABILITY COMPANY**

EFFECTIVE DATE
8-1-03

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name & Address

The name of the Limited Liability Company is:

SERAPHIM BOUTIQUE, LLC

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

912 Briarwood Blvd.
Naples, FL 34104

ARTICLE II — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III — Purpose:

The purpose for the Limited Liability Company shall be to operate a women's clothing and accessories business and to engage in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Tanya Vera Anderson
912 Briarwood Blvd.
Naples, FL 34104

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TALLAHASSEE, FLORIDA

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ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by consent of a majority of the members.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be by consent of a majority of the members.

ARTICLE VII — Effective Date

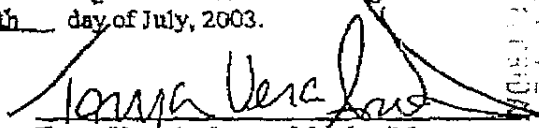
The term of this company shall be effective on August 1, 2003.

ARTICLE VIII - Resident Agent

The name of the initial registered agent and the Florida street address of the registered agent and office shall be:

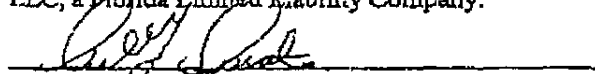
Arlene F. Austin
5811 Pelican Bay Blvd., Suite 201
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledged them to be her free act on this 29th day of July, 2003.


Tanya Vera Anderson, Member/Mgr.

State of Florida
County of Collier

On July 29, 2003, Tanya Vera Anderson, who is personally known to me [], or produced a _____ driver's license as identification [], personally appeared before me at the time of notarization, and she acknowledged signing these Articles of Organization of Seraphim Boutique, LLC, a Florida Limited Liability Company.


Notary Public: Arlene F. Austin

Commission Expiration Date & Commission Number:

(SEAL)

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SECRETARY
TANIA VERASERAPHIM

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APPROVED
FILED

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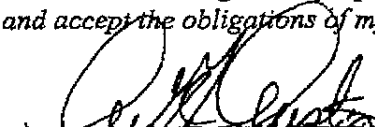
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: SERAPHIM BOUTIQUE, LLC.
2. The name and the Florida street address of the registered agent and registered office are:

Arlene F. Austin
5811 Pelican Bay Blvd., Suite 201
Naples, FL 34108

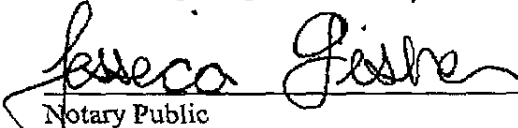
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



Arlene F. Austin, Registered Agent

State of Florida
County of Collier

On July 29, 2003, Arlene F. Austin, designated above as the individual who shall serve as the company's initial registered agent, who is personally known to me [XX], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Organization of Seraphim Boutique, LLC, as resident agent.



Notary Public

Jessica Fisher

(Notary Public - Printed Or Typed Name)
Commission Expiration Date & Commission Number: (SEAL)



Jessica Fisher
My Commission DD039473
Expires July 04 2005

FILED
AUG 6 2003
CLERK OF COUNTY OF COLLEGE
DAVIDA

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