

SEP. 2. 2003 9:53AM

GRANT, FRIDKIN, ET AL

NO. 3511 P. 1

L03000032797

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LIMITED LIABILITY COMPANY

Clara's Collectibles, LLC

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 2, 2003

GRANT, FRIDKIN

SUBJECT: CLARA'S COLLECTIBLES, LLC
REF: W03000024830

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SEP. 2. 2003 9:53AM GRANT, FRIDKIN, ET AL

NO. 3511 P. 3

GFPAC
ATTORNEYS AT LAW

GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

Pelican Bay Corporate Centre
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108-2719

Tel 239.514.1000
Fax 239.514.0377
www.gfpac.com

MEMORANDUM

TO: Divisions of Corporations
FROM: Tara Friedman
RE: Clara's Collectibles, LLC
DATE: September 2, 2003

Please use the filing date of August 29, 2003 when you first received this filing. Thank you.

03 AUG 29 11:10:45
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**ARTICLES OF ORGANIZATION
OF
CLARA'S COLLECTIBLES, LLC**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **Clara's Collectibles, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 132 Johnny Cake Drive Naples, Florida 34110.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **Peter L. Keeley, Esq., Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.**

ARTICLE IV**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by one of its members and is therefore a member managed company.

ARTICLE V**ADDITIONAL MEMBERS**

The Members may admit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VI**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

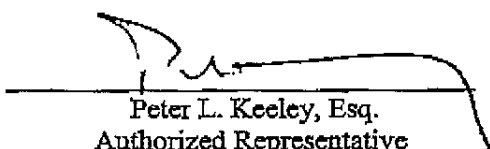
ARTICLE VII**RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII**AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company. These Articles may also be amended from time to time as required by the Company's Operating Agreement.

WITNESS, the hand of the undersigned authorized representative of the Company this 29th day of August, 2003.



Peter L. Keeley, Esq.
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Clara's Collectibles, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.



Peter L. Keeley

03 AUG 29 2:10:45
STATE OF FLORIDA
TALLAHASSEE