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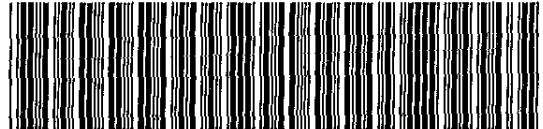
(Business Entity Name)

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STATE
CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

03 SEP 12 PM 1:46

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03 SEP 12 AM 9:05
TALLAHASSEE, FLORIDA

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PENSON & PADGETT

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

ALBERT C. PENSON*
TIMOTHY D. PADGETT*
LAURA K. CONRAD*
CELESTE F. ADORNO*
MELISSA VANSICKLE HORNSBY
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* CERTIFIED MEDIATOR

† ALSO ADMITTED IN ALABAMA

2810 REMINGTON GREEN CIRCLE
TALLAHASSEE, FLORIDA 32308
(850) 561-8000 TELEPHONE
(850) 561-8030 FACSIMILE

September 10, 2003

HAND DELIVERY

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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03 SEP 12 AM 9:05
STATE
TALLAHASSEE, FLORIDA

Re: Mexicale Rose, L.L.C.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Organization for the above-referenced corporation. Also enclosed is a check in the amount of \$155.00 representing the \$125.00 filing fee and \$30.00 for the certified copy. Please return the filed documents to our office in the enclosed self-addressed, stamped envelope enclosed for that purpose.

Your cooperation in this matter is greatly appreciated.

Sincerely,

Timothy D. Padgett *for*
Penson & Padgett, P.A.

TDP/lsd
Enclosures

ARTICLES OF ORGANIZATION

OF MEXICALE ROSE, L.L.C.

I, the undersigned subscriber to these Articles of Organization, being a natural person competent to contract, hereby execute this document for the purpose of becoming a limited liability company under the laws of the State of Florida.

ARTICLE I: NAME

The name of this limited liability company shall be:

MEXICALE ROSE, L.L.C.

ARTICLE II: BUSINESS AND MAILING ADDRESS

The principal place of business of this limited liability company shall be 2810 Cline Street, Tallahassee, Florida 32308, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the limited liability company shall be 2810 Cline Street, Tallahassee, Florida 32308.

ARTICLE III: REGISTERED AGENT

Marcia Deeb Thornberry is designated as the limited liability company's agent to accept service of process within Florida at 2810 Cline Street, Tallahassee, Florida 32308. The street address of the initial registered agent for this limited liability company shall be 2810 Cline Street, Tallahassee, Florida 32308, and the registered agent at such address is Marcia Deeb Thornberry.

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STATE
TALLAHASSEE, FLORIDA

ARTICLE IV: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this limited liability company and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon business limited liability companies as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish, carry on, conduct, maintain and otherwise operate a business for the importing, marketing, warehousing, and selling of pottery, stoneware, tiles, and any other similar or related products on a wholesale or retail basis; the acquisition, ownership, maintenance and operation of small businesses, and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this organization.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this limited liability company; but this limited liability company may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other limited liability companies, corporations, companies, partnerships, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE V: DURATION

This limited liability company shall have perpetual existence, unless sooner voluntarily dissolved according to law.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hands and seal this 9th day of September, 2003.

Marcia Deeb Thornberry
MARCIA DEEB THORNBERRY
MANAGING MEMBER

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NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me by MARCIA DEEB THORNBERRY, who is personally known to me or who has produced the identification listed below, and is known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 9th day of September, 2003.

Pamela B. Miller
Pamela B. Miller, Notary Public
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

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03 SEP 12 AM 9:05
STATE
TALLAHASSEE, FLORIDA

The undersigned, MARCIA DEEB THORNBERRY, having been designated as Agent for the service of process with the State of Florida, upon MEXICALE ROSE, L.L.C., a limited liability company, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named limited liability company.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 9th day of September, 2003.


MARCIA DEEB THORNBERRY