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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law Offices of Michael R. Barnes

Attorneys and Counselors at Law

**801 Whitehead Street
Key West, Florida 33040**

Michael R. Barnes
Cynthia S. "Scottie" Smith
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Wednesday, September 24, 2003

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Sent Via Federal Express

Re: M5 Apparel, LLC

Dear Sir/Madam:

The enclosed Articles of Organization and fees are submitted for filing. Please return all correspondence concerning this matter to the following:

Michael R. Barnes, Registered Agent
M5 Apparel, LLC
801 Whitehead Street
Key West, FL 33040

For further information concerning this matter, please call Michael R. Barnes at (305) 296-5297 during normal business hours.

Sincerely,



Michael R. Barnes
MRB/cg

Enclosures (2)

1. Articles of Organization
2. Check # 12596 for \$125.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

M5 Apparel, LLC

ARTICLE II - Address:

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

Principal Office Address:

801 Whitehead Street
Key West, FL 33040

Mailing Address:

P.O. Box 6665
Key West, FL 33041-6665

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Michael R. Barnes, P.A.
Name

801 Whitehead Street
Florida street address (P.O. Box **NOT** acceptable)
Key West FL 33040
City, State, and Zip

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Mgr.

Name and Address:

Philip Kerch
923 Johnson Street
Key West, FL 33040

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael R. Barnes

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)