

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : BARNETT, BOLT, KIRKWOOD & LONG
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LIMITED LIABILITY COMPANY

Carolyn Kinder Retail, LLC

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**ARTICLES OF ORGANIZATION
OF
CAROLYN KINDER RETAIL, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

Carolyn Kinder Retail, LLC

(hereafter, the "Company").

ARTICLE 2

Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 2830 Scherer Drive N, Ste. 340, St. Petersburg, Florida 33716.

ARTICLE 4

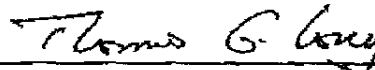
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Ste. 700, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is Thomas G. Long.

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IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 27th day of October, 2003.



THOMAS G. LONG, Authorized Representative

STATEMENT PURSUANT TO SECTION 608.415 OF THE FLORIDA STATUTES

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, Florida Statutes.

Date: October 27, 2003



THOMAS G. LONG, Registered Agent

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APPROVED
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