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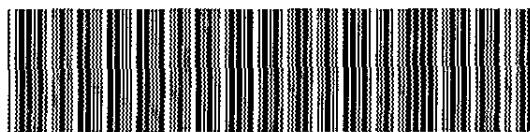
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 369708 3487A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2003

ORDER TIME : 8:16 AM

ORDER NO. : 369708-005

CUSTOMER NO: 3487A

CUSTOMER: Andrew Fritsch, Esq
Icard Merrill Cullis Timm
Furen & Ginsburg, Pa
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC FILING

NAME: VISION REALTY OF SARASOTA,
LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
VISION REALTY OF SARASOTA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be VISION REALTY OF SARASOTA, LLC ("Company").

ARTICLE II -- PURPOSE AND POWER

The purpose for which the Company is organized is to lease, own, operate and manage property, real, personal and mixed, of any kind and nature, to conduct a retail and/or consignment clothing business, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, the purchase, development, sale, service, lease, and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III -- MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the initial principal office of the Company shall be 2033 Main Street, Suite 600, Sarasota, FL 34237.

ARTICLE III -- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is Andrew K. Fritsch, Esq., 2033 Main Street, Suite 600, Sarasota, FL, 34237.

ARTICLE IV -- MANAGEMENT

The Company is to be a member-managed company.

ARTICLE V -- OPERATING AGREEMENT

Any operating agreement entered into by the members of the Company, and any amendments or

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restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, on this 18th day of DECEMBER, 2003.


Andrew K. Fritsch, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the limited liability company is: Vision Realty of Sarasota, LLC
2. The name and address of the registered agent and office is:

Andrew K. Fritsch, Esq.
2033 Main St., Suite 600
Sarasota, FL 34247

Having been named as the 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 as registered agent.

12/18/03
Date


Andrew K. Fritsch, Registered Agent