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SECRETARY OF STATE

Dawn Snow Ingrassia 800 Clearwater-Largo Rd. Largo FL 33770

February 11, 2004

Secretary of State New Filings P. O. Box 6327 Tallahassee FL 32314

Re: FRANCESCA, LLC.

Dear Secretary,

Enclosed are one original and one copy of the articles for FRANCESCA, LLC. Also enclosed is a money order for the filing fee, and initial registered agent fee in the amount of \$ 125.00.

Please return the extra copy with the "filing date stamp" on it for my records.

I have provided a self addressed stamped envelope.

If you have any questions feel free to contact me at the numbers above.

Sincerely,

Dawn Snow Ingrassia

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - Name:

The name of the Limited Liability Company is:

FRANCESCA, LLC

ARTICLE II - Address:

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

800 Clearwater-Largo Rd.

Largo FL 33770

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be 30 years.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a/the manager(s) and the name(s) and address(es) of such manager(s) is/are:

Dawn Snow Ingrassia 800 Clearwater-Largo Rd. Largo FL 33770

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined by the operating agreement.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be determined by the operating agreement.

Dawn Snow Ingrassia

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Signature of a member or authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes as affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE...
UIVISION OF CHAPERATIONS

CERTIFICATE OF DESIGNATION OF REGISTERD AGENT / REGISTERED OFFICE

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

1. The name of the limited liability company is:

FRANCESCA, LLC

2. The name and address of the registered agent and office is:

Dawn Snow Ingrassia

800 Clearwater-Largo Rd. Largo FL 33770

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 position as registered agent.

Dawn Snow Ingrassia, Manager

(Signature)

(Date)

FILING FEE: \$125.00 for Articles of Organization and Registered Agent Fee.