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DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Denim Enterprises, LC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

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3/5/04 10:30

**ARTICLES OF ORGANIZATION
OF
DENIM ENTERPRISES, L.C.**

04 MAR -5 PM 3:03
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TALLAHASSEE
SECRETARY OF STATE

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (the "Limited Liability Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

1. Name.

The name of the Limited Liability Company is: DENIM ENTERPRISES, L.C.

2. Commencement Date and Duration.

The Limited Liability Company shall commence on the date of filing with the Department of State, and shall continue on a perpetual basis from the commencement date, or until dissolved by its members or managers in accordance with the Act, the provisions of these Articles and/or the Operating Agreement of the Limited Liability Company.

3. Purpose.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida.

4. Principal Office.

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

12022 92nd Way North
Largo, FL 33773

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Frank W. Goddard
4320 Central Avenue
St. Petersburg, Florida 33711

6. Management.

The name and address of the Managing Member is as follows:

Gerry Freitag
12022 92nd Way North
Largo, FL 33773

7. Powers.

The Limited Liability Company shall have all of the powers and authorities provided under Florida law, including but not limited to that set forth in Section 608.404 of the Act.

8. Operating Agreement.

The members are authorized to adopt an Operating Agreement for the governing of the internal affairs of the Limited Liability Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement, except that the initial form shall be approved by all the members.

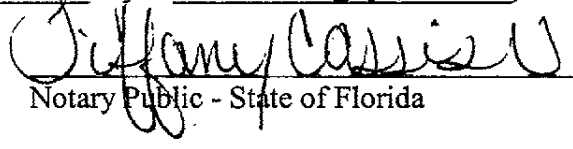
Executed at St. Petersburg, Pinellas County, Florida, on this 4 day of MARCH, 2004.


FRANK W. GODDARD,
Authorized Representative of Member(s)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared FRANK W. GODDARD, who executed the foregoing Articles of Organization, on behalf of the Limited Liability Company, to me well known and known to me, or who has produced his driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 4TH day of MARCH, 2004.


Notary Public - State of Florida

My Commission Expires:
[Seal]



~~TIFFANY L. CASSISTRE
MY COMMISSION # DD 165135
EXPIRES: November 14, 2006
Bonded Thru Budget Notary Services~~



TIFFANY L. CASSISTRE
MY COMMISSION # DD 165135
EXPIRES: November 14, 2006
Bonded Thru Budget Notary Services

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of DENIM ENTERPRISES, L.C., the undersigned accepts such appointment, agrees to act in such capacity and is familiar with and accepts the obligations imposed by Florida Statute Section 608.415, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Executed this 4TH day of MARCH, 2004.



FRANK W. GODDARD, Registered Agent