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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : MORAN & SHAMS, P.A.
Account Number : 120000000003
Phone : (407) 841-4141
Fax Number : (407) 841-4148

LIMITED LIABILITY COMPANY

P AND D, L.L.C.

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| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION
OF
P AND D, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

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

ARTICLE I

Name. The name of the limited liability company shall be P AND D, LLC. ("Company").

ARTICLE II

Address. The mailing address and street address of the principal office of the Company shall be 811 Sutter Loop, Longwood, Florida 32750.

ARTICLE III

Duration. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the operating agreement of the Company.

ARTICLE IV

Initial Registered Office and Agent. The street address of the initial registered office of the Company is 111 North Orange Avenue, Suite 1200, Orlando, FL 32801 and the name of the initial registered agent of the Company at that address is THOMAS P. MORAN.

ARTICLE V

Management. The Company shall be managed by Peter Moran.

ARTICLE VI

Member's Right to Continue Business. The remaining members of the limited liability company shall not have any right(s) 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, unless expressly consented to in writing by all of the members including the disassociating member. These provisions shall be subject to Article XV of a Franchise Agreement between the Limited Liability Company and Hometown Threads, L.L.C.

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ARTICLE VII

Operating Agreement and Regulations. Any Operating Agreement and Regulations (as defined in Section § 608.402 of the Act), relating to this Limited Liability Company must be in writing and signed by all of the Members. The Members shall have the power to adopt, alter, or repeal the operating agreement and regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the Limited Liability Company. These provisions shall be subject to Article XV of a Franchise Agreement between the Limited Liability Company and Hometown Threads, L.L.C.

ARTICLE VIII

Limitation on Agency Authority of Members. Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this 9th day of March, 2004


THOMAS P. MORAN
Authorized Representative

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS P. MORAN, to me personally known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of March, 2004.


NOTARY PUBLIC



June M. Reckert
MY COMMISSION # 0007456 EXPIRES
May 30, 2005
BONDED THROUGH TROY FAIR INSURANCE CO. INC.

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

P AND D, L.L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT ACCEPTING APPOINTMENT
AS REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is P AND D, L.L.C.
2. As designated in the Articles of Organization filed with this certificate, the name and the Florida street address of the registered agent is:

THOMAS P. MORAN
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

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.


THOMAS P. MORAN

March 9, 2004

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