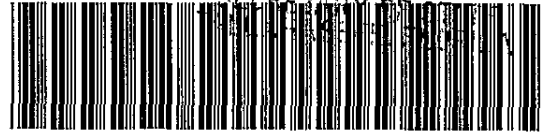


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SECRETARY OF



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

FILED

SUBJECT: RITA'S PORTRAIT STUDIO
(Name of Limited Liability Company)

2004 MAR 26 P 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

RITA DALEY CONNERS
(Name of Person)

RITA'S PORTRAIT STUDIO
(Firm/Company)

9160 DAKHURST RD. Ste 4
(Address)

SEMINOLE FL 33776
(City/State and Zip Code)

For further information concerning this matter, please call:

RITA DALEY CONNERS at (727) 420-5768
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED

ARTICLE I - Name:

The name of the Limited Liability Company is:

RITA'S PORTRAIT STUDIO, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

9160 OAKHURST RD.
SUITE 4
SEMINOLE FL 33776

SAME

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

RITA DALEY CONNERS
Name

9160 OAKHURST RD SUITE 4
Florida street address (P.O. Box **NOT** acceptable)
SEMINOLE FL 33776
City, State, and Zip

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, F.S..

Rita Daley Connors
Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

FILED

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MGR

RITA DALEY CONNERS
9160 OAKHURST
SEMINOLE FL 33776

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Rita Daley Connors
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rita Daley Connors
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)