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GRIMES, GOEBEL

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

A Quilter's Country Store, LLC

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION OF
A QUILTER'S COUNTRY STORE, LLC
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company ("Company") is A QUILTER'S COUNTRY STORE, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 252 Venice East Avenue, Venice, Florida, 34293.

ARTICLE III

Duration

The period of duration of the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless sooner terminated pursuant to the terms of its operating agreement, or as otherwise provided by law.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Caryl L. Coss. The address of the Company's registered agent is 252 Venice East Avenue, Venice, Florida 34293.

ARTICLE V

Management

The Company is a Member-managed company. The Managing-members are identified as follows:

Caryl L. Coss
Barbara Kinkel

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ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have the right 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 Company.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this
18th day of June, 2004.


Caryl L. Coss, Managing Member


Barbara Kinkel, Managing Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is A QUILTER'S COUNTRY STORE, LLC.
2. The name and the Florida street address of the registered agent and office are:
Caryl Coss, 252 Venice East Avenue, Venice, Florida 34293.

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, Florida Statutes.

Dated: June 18, 2004.


Caryl L. Coss, Registered Agent

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