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AVAILANCE CORPORATIONS

HARRISON, HENDRICKSON & KIRKLAND, P.A.

ATTORNEYS AT LAW 1206 Manatee Avenue West Bradenton, Florida 34205-7518 (941) 746-1167

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EDWIN F MULOCK, P.A. Of Counsel

Please Reply To Post Office Box 400 Bradenton, Florida 34206-0400

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Fax. (941) 746-9229

Secretary of State Corporate Division Post Office Box 6327 Tallahassee, FL 32314

Re: FAUX PASSIONS BY PAULA, LLC

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Organization for the above captioned limited liability company together with the certificate designating the Registered Agent. We also enclose our check in the amount of \$125.00 to cover the filing fee.

Please forward the receipted copy to me at the above post office address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON

Thomas W. Harrison

&KIRKIJAND, P.A.

TWH:gb Enclosures

ARTICLES OF ORGANIZATION

FOR

FAUX PASSIONS BY PAULA, LLC



The undersigned, organizing Member 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 "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The name of the Company is FAUX PASSIONS BY PAULA, LLC.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created for purposes of engaging in any lawful activity deemed appropriate by the members from time to time.

ARTICLE IV

Principal Office

The street address of the principal office of the Company shall be 6031 Laurel Creek Trail, Ellenton, Florida 34222, and the mailing address shall be the same.

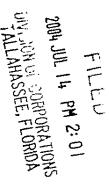
ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be PAULA BRZOSTOWSKI, and the address of the registered agent for service of process shall be 6031 Laurel Creek Trail, Ellenton, Florida 34222.

IN WITNESS WHEREOF, the undersigned organizing member of FAUX PASSIONS BY PAULA, LLC, has executed these Articles of Organization this 8th day of July, 2004.

Organizing Member



CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FAUX PASSIONS BY PAULA, LLC

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, <u>Florida Statutes</u>, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

PAULA BRZOSTOWSK

DATED: 7-8 - ,2004

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