

W4000055954

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Certificates of Status

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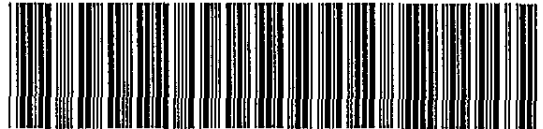
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SEALING OFFICE
TALLAHASSEE, FLORIDA

Richard E. Jesmonth

Attorney at Law

200 S. Tarragona Street
Pensacola, FL 32502

Telephone: (850) 444-9550
Fax: (850) 444-9676
jeslaw@riesmonth.com

July 23, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Sophie's/No TSO Swimwear, L.L.C.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization for the above Florida Limited Liability Company. Please file the Articles and return a certified copy to us. Enclosed is a check in the amount of \$155.00 covering the following fees:

\$100 Filing Fee
\$ 25 Registered Agent Fee
\$ 30 Certified Copy Fee (not required)
\$155

Thank you for your consideration.

Sincerely,



Falinda McClung
Secretary to Richard E. Jesmonth

Enclosures

**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I
NAME

The name of the Limited Liability Company is:

SOPHIE'S/No TSO Swimwear, L.L.C.

ARTICLE II
ADDRESS

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

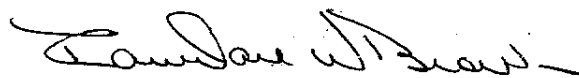
4400 Bayou Boulevard, Suite 44A
Pensacola, Florida 32503

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent

Randall W. Brown
4400 Bayou Boulevard, Suite 44A
Pensacola, Florida 32503

*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.*



Registered Agent's Signature

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STATE OF FLORIDA
TALLAHASSEE

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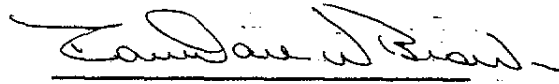
ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one member and is, therefore, a member-managed company.

ARTICLE V
EFFECTIVE DATE

An effective date of July 23, 2004 is requested.

(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.)



RANDALL W. BROWN