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CORPDIRECT AGENTS, INC. (formerly CCRS)
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TALLAHASSEE, FL 32301
222-1173

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CONTACT: KATIE WONSCH

DATE: 8/17/04

REF. #: 0169.29154

CORP. NAME: ULTIMATE DESIGNER CLOSE OUT, L.L.C.

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 509170 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
ULTIMATE DESIGNER CLOSE OUT, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a limited liability company, under the laws of the State of Florida, do hereby set forth the following:

**ARTICLE I
NAME**

The name of the limited liability company is: **ULTIMATE DESIGNER CLOSE OUT, L.L.C.**

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the limited liability company shall be from the date of filing these Articles of Organization until the dissolution of the limited liability company pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III
PURPOSE**

The purpose for which the limited liability company is organized is to engage in the purchase, sale, rental, and mortgage and all other business and activities permitted by the laws of the State of Florida. The limited liability company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV
ADDRESS OF PLACE OF BUSINESS

The mailing address, and the place of business in Florida, is 916 North 20 Avenue,
Hollywood, Florida 33020.

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TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT

The name and address of the initial registered agent in Florida of the limited liability company
is Bruce M. Gottlieb, Esq., 125 North 46 Avenue, Hollywood, Florida 33021.

ARTICLE VI
ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and
the times at which, or the events happening of which, that shall be made are as follows: No
total additional contributions have been agreed to at the date of filing these Articles of
Organization. Additional contributions, if any, will be made upon unanimous agreement by
all of the members of the limited liability company, and in accord with Chapter 608 Florida
Statutes.

ARTICLE VII
MEMBERS

The initial members of the Organization are:

ANDREW KOHLER	50%
SAM ZIEFER & JOY ZIEFER	50%

Members may admit additional members upon unanimous agreement of the then
existing members.

ARTICLE VIII
CONTINUITY OF BUSINESS

Upon 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 limited liability company, the business of the limited liability company shall not be continued and the limited liability company shall be dissolved unless there is obtained the consent of all the remaining members of the limited liability company.

ARTICLE IX
MANAGEMENT

The limited liability company is to be managed by its managers. The name and address of the initial managers of the limited liability company are as follows:

NAME:

ADDRESS:

ANDREW KOHLER

Suite 0-4
150 River Road
Montville, NJ 07045

JOY ZIEFER

916 North 20 Avenue
Hollywood, FL 33020

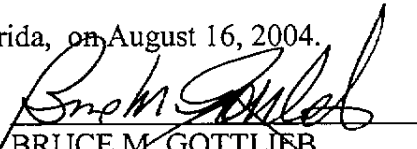
SAM ZIEFER

916 North 20 Avenue
Hollywood, FL 33020

The initial managers shall serve until their successor is elected and qualifies.

I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES
AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID
CORPORATION.

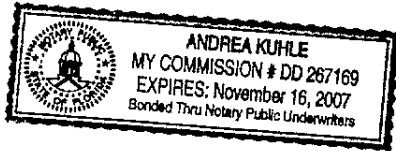
EXECUTED at Hollywood, Florida, on August 16, 2004.


BRUCE M. GOTTLIEB
Authorized Representative/
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Organization were acknowledged before me on August 16, 2004, by BRUCE M. GOTTLIEB, as Authorized Representative/Registered Agent of ULTIMATE DESIGNER CLOSE OUT, L.L.C., a Limited Liability Company to be formed, who is personally known to me or who has produced his N/A as identification and who did take an oath.



NOTARY PUBLIC:

Sign: Andrea Kuhle
Print: Andrea Kuhle
My Commission Expires: