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LIMITED LIABILITY COMPANY
FRANCESCA PROPERTY HOLDINGS, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 2, 2004

STEIN, ROSENBERG & STEIN P.A.

SUBJECT: FRANCESCA PROPERTY HOLDINGS, L.L.C.
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**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY
FRANCESCA PROPERTY HOLDINGS, L.L.C.**

THE UNDERSIGNED, for the purpose of forming a limited liability company for profit pursuant to Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

FRANCESCA PROPERTY HOLDINGS, L.L.C..

**ARTICLE II
ADDRESS**

The address of the principal office and/or mailing address of the Limited Liability Company is as follows:

FRANCESCA PROPERTY HOLDINGS, L.L.C.
c/o Harold S. Bofshever, Esq
Stein, Rosenberg & Stein, P.A.
4875 N. Federal Highway
7th Floor
Fort Lauderdale, Florida 33308

**ARTICLE III
DURATION**

This Limited Liability Company shall have an existence of forty (40) years commencing on the date of the filing of these Articles of Organization with the Department of State of Florida.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

Prepared By:
Harold S. Bofshever & Associates, P.A.
4875 N. Federal Highway, 7th Floor
Fort Lauderdale, FL 33308
Telephone: (954) 772-5151
Florida Bar No.: 210064

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H04000179678 3

ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members of this Limited Liability Company to admit additional members and the terms and conditions of the admissions shall be only by the unanimous written consent of all members.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of this Limited Liability Company 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 Limited Liability Company shall be that the remaining members shall have a right to continue business and shall further have the right, in the case of the death, retirement or resignation of a member, to admit an additional member upon the unanimous written consent of the remaining members.

ARTICLE VII
MANAGEMENT

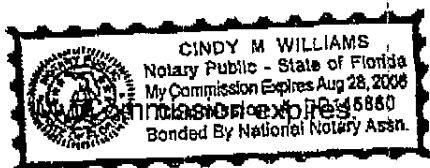
The Limited Liability Company is to be managed by no less than one (1) and no more than three (3) managing members. The names and addresses of the initial managing member is as follows:

HAROLD S. BOFSHEVER
4575 N. FEDERAL HIGHWAY
7TH FLOOR
FORT LAUDERDALE, FL, 33308


HAROLD S. BOFSHEVER
Managing Member

STATE OF FLORIDA:
COUNTY OF BROWARD

Sworn to and subscribed before me this 1 day of September, 2004, by Harold S. Bofshever who did not take an oath is personally known to me or produced the following identification




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H04000179678 3

Page 2 of 3

H04000179678 3

**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 IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FRANCESCA PROPERTY HOLDINGS, L.L.C.

2. The name and address of the Registered agent and office is:

Harold S. Bofshever, Esq.
4875 North Federal Highway
Seventh Floor
Fort Lauderdale, FL 33308

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.



Harold S. Bofshever

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