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October 22, 2004

State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: UNIQUE STORES, LLC, a Florida Limited Liability Company

Ladies and Gentlemen:

Please find enclosed one original, executed set of Articles of Organization, including the designation of registered agent office, for the above-referenced applicant.

Please file the original set and return to our office one certified copy of the proof of filing. A check in the amount of \$155.00 to cover the filing fee plus one certified copy is enclosed.

Thank you.

Sincerely,

C. Yanki Sokmensuer

C. Yanki Sokmensuer
(signed in the absence of to avoid delay)

CYS/pbo
enclosures

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF**

**UNIQUE STORES, LLC,
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this Limited Liability Company (this "Company") shall be **UNIQUE STORES, LLC**, and its principal place of business shall be c/o SMITH MACKINNON PA, Attn: C. Yanki Sokmensuer, Esq. The mailing address shall be 255 S. Orange Avenue, Suite 800 – Citrus Center, Orlando, FL 32801.

**ARTICLE II
COMMENCE OF CORPORATE EXISTENCE**

This Company shall exist for a period of thirty (30) years, commencing upon the date of filing of these Articles of Organization with the State of Florida, Secretary of State, unless sooner dissolved according to law.

**ARTICLE III
GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV
CONTRIBUTIONS TO CAPITAL**

The initial capital of the Company shall be One Hundred and no/100 Dollars (\$100.00), which shall be contributed by the members (the "Members") in accordance with their ownership interests in the Company, which are as follows:

<u>Member</u>	<u>Ownership Interest</u>
Zen Turizm Peyzaj Insaat Sanayi Ticaret ltd. Sti.	100%

No Member shall be entitled to receive interest on his or her contribution to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located c/o SMITH MACKINNON PA, 255 S. Orange Avenue, Suite 800 – Citrus Center, Orlando, FL 32801, Attn: C. Yanki Sokmensuer, Esq., and the registered agent of this Company, at that address, shall be C. Yanki Sokmensuer, Esq. The Company

may change its registered agent or the location of its registered office, or both, from time to time, without amendment of these Articles of Organization.

ARTICLE VI
MANAGEMENT/INITIAL BOARD OF MANAGERS

The management of conduct of the business affairs of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have one (1) Manager initially. The number of Managers may be either increased or decreased, from time to time, by the Operating Agreement of the Company. The name and street address of the initial Manager of this Company, who shall serve as Manager until the first annual meeting of the Members, or until his successor is elected and shall qualify, is:

Halil Turgay Kiray

ARTICLE VII
REGULATIONS

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Board of Managers.

ARTICLE VIII
ADMISSION OF NEW MEMBERS

Additional Members may be admitted, from time to time, on such terms and conditions as determined by a majority of the Members.

ARTICLE IX
**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,
EXPULSION, OR DISSOLUTION
OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

ARTICLE X
AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

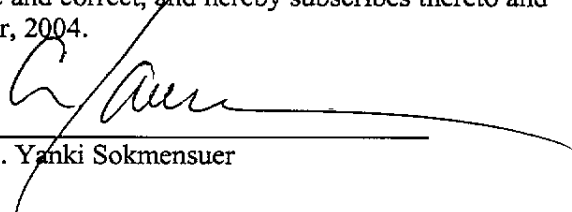
The headings or captions of the various Articles of Organization are inserted for convenience, and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XII
MANAGER-MANAGED

UNIQUE STORES, LLC is a manager-managed company; the name and address of the managing member is:

Halil Turgay Kiray
c/o SMITH MACKINNON PA
Suite 800 – Citrus Center
255 S. Orange Avenue
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true and correct, and hereby subscribes thereto and hereunto sets his/her hand and seal this 10th day of October, 2004.




C. Yanki Sokmensuer

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of October, 2004, by C. Yanki Sokmensuer, who is personally known to me or who produced the following identification:

n/a



Notary Public

Printed Name Patricia B Oles

My Commission DD139271

My Commission Expires September 21 2008

Serial Number

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DIVISION OF CORPORATIONS

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

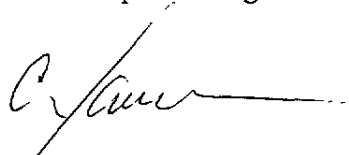
1. The name of the Limited Liability Company is:

UNIQUE STORES, LLC

2. The name and address of the Registered Agent and Registered Office is:

C. Yanki Sokmensuer, Esquire
SMITH MACKINNON PA
Suite 800 – Citrus Center
Orlando, FL 32801

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 duties and I am familiar with and accept the designation of my position as registered agent.



C. Yanki Sokmensuer

October 10, 2004

SECTION 608.415
DIVISION OF CORPORATIONS
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