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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

goody too shoes & Jolie's Boutique, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
goody too shoes & Jolie's Boutique, LLC

Article II. Address

The Company's street and mailing address is:
goody too shoes & Jolie's Boutique, LLC
318 JOHN RINGLING BLVD
SARASOTA FL 34236

Article III. Registered Agent

The name and street address of the Company's registered agent is:
DARRELL ROBERTSON
318 JOHN RINGLING BLVD
SARASOTA FL 34236

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

DARRELL ROBERTSON
318 JOHN RINGLING BLVD SARASOTA FL 34236
VALERIE ROBERTSON
318 JOHN RINGLING BLVD SARASOTA FL 34236

Article VI. Company Existence

The Company's existence shall begin effective as of December 23, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on December 27, 2004.

Rebecca J. Anderson

CORPORATE CREATIONS INTERNATIONAL INC.

Karla Sarria Vice President

by R.L. Anderson as attorney-in-fact

Corporate Creations International Inc.

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

goody too shoes & Jolie's Boutique, LLC

REGISTERED AGENT/OFFICE:

DARRELL ROBERTSON
318 JOHN RINGLING BLVD
SARASOTA FL 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Rebecca J. Anderson

DARRELL ROBERTSON
by R.L. Anderson as attorney-in-fact

Date: December 27, 2004

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