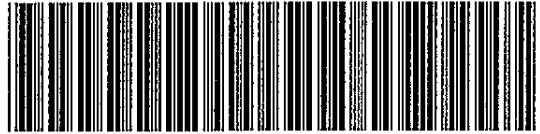


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JK

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Alexander, Shorstein & Lee, LLC
Attorneys at Law

19 Old Mission Avenue
St. Augustine, Florida 32084
Telephone (904) 824-9788
Facsimile (904) 824-6902

J. Stephen Alexander, Esquire
Bryan Shorstein, Esquire
Sung H. Lee, Esquire

December 16, 2004

Registration Section
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: WHIRLING DERVISH, LLC

TO WHOM IT MAY CONCERN:

Please find enclosed Articles of Organization and filing fee submitted for filing **WHIRLING DERVISH, LLC**.

Per instructions from your office, I have also attached the following Application for Registration of Fictitious Name and fee submitted for filing **This n' That** on behalf of my client, Stephanie D. Gibbons, President of WHIRLING DERVISH, LLC., with a note reading "DO NOT SEPARATE". Please handle accordingly.

Please return all correspondence concerning these matters to the following:

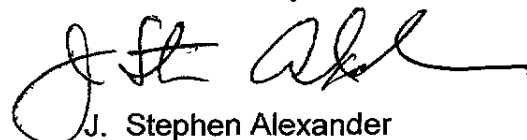
J. STEPHEN ALEXANDER, ESQUIRE
19 Old Mission Avenue
St. Augustine, Florida 32084

For further information concerning this matter, please call:

J. STEPHEN ALEXANDER, ESQUIRE at (904) 824-9788.

Thank you for your attention.

Sincerely,



J. Stephen Alexander

JSA/tea
enclosures- check # 8896 & # 8897

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the Limited Liability Company is:

WHIRLING DERVISH, LLC

ARTICLE II

The street address of the principle office of the Limited Liability Company is:

262 Rosario Street
St. Augustine, Florida 32086

The mailing address of the Limited Liability Company is:

262 Rosario Street
St. Augustine, Florida 32086

ARTICLE III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS INCLUDING BUT NOT LIMITED TO
THE SALE OF LADIES MERCHANDISE, WHICH MY INCLUDE BATH AND BOD
ACCESSORIES.

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TALLAHASSEE, FLORIDA

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ARTICLE IV

The name and Florida street address of the registered agent is:

J. STEPHEN ALEXANDER, ESQUIRE
19 Old Mission Avenue
St. Augustine, Florida 32084

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 relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent Signature


ARTICLE V

The name and address of the managing members/managers are:

Title: President/ Managing Partner
Name: STEPHANIE D. GIBBONS
Address: 262 Rosario Street
St. Augustine, Florida 32086

Title: Director/ Partner
Name: REBECCA C. GIBBONS
Address: 262 Rosario Street
St. Augustine, Florida 32086

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.


STEPHANIE D. GIBBONS
Signature of a Member

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TALLAHASSEE, FLORIDA

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APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

Note: Acknowledgements/certificates will be sent to the address in Section 1 only.

Section 1

1. This n' That
 Fictitious Name to be Registered (see instructions if name includes "Corp" or "Inc")

262 Rosario Street
 Mailing Address of Business

St. Augustine Florida 32086
 City State Zip Code

3. Florida County of principal place of business: St. Johns County

(see instructions if more than one county)

604355900008
12/20/04-01037-017 **90.00

This space for office use only

Section 2

A. Owner(s) of Fictitious Name If Individual(s): (Use an attachment if necessary):

1. GIBBONS STEPHANIE D.
 Last First M.I.
 262 Rosario Street
 Address
 St. Augustine Florida 32086
 City State Zip Code

2. _____
 Last First M.I.

 Address

 City State Zip Code

B. Owner(s) of Fictitious Name If other than an individual: (Use attachment if necessary):

1. _____
 Entity Name

 Address

 City State Zip Code
 Florida Registration Number _____
 FEI Number: _____
 Applied for Not Applicable

2. _____
 Entity Name

 Address

 City State Zip Code
 Florida Registration Number _____
 FEI Number: _____
 Applied for Not Applicable

Section 3

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. In accordance with Section 865.09, F.S., I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At Least One Signature Required)

Stephanie D Gibbons 12-14-04
 Signature of Owner Date

Phone Number: (904) 794-5544

Section 4

**FOR CANCELLATION COMPLETE SECTION 4 ONLY:
 FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:**

I (we) the undersigned, hereby cancel the fictitious name _____
 _____, which was registered on _____ and was assigned
 registration number _____

 Signature of Owner Date

Mark the applicable boxes Certificate of Status — \$10 Certified Copy — \$30
NON-REFUNDABLE PROCESSING FEE: \$50