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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
Fax Number : (305) 402-3141

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LIMITED LIABILITY COMPANY

Payless Products, LLC

hr
12/30/04

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01/03/05

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ARTICLES OF ORGANIZATION FOR

Payless Products, LLC

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Payless Products, LLC

ARTICLE II - Mailing and Street Address:

The mailing and street address of the Limited Liability Company is:

**Payless Products, LLC
5280 North Ocean Drive
Singer Island, FL 33404**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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ARTICLE IV - Management:

William Doniger
5280 North Ocean Drive
Singer Island, FL 33404

Manager

Myra Doniger
5280 North Ocean Drive
Singer Island, FL 33404

Managing Member

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

The right of the remaining members of the 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:

The remaining members have the right to continue the business on the death, retirement, resignation

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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 upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

William Doniger
5280 North Ocean Drive
Singer Island, FL 33404

ARTICLE VIII - Effective Date:

The effective date of the limited liability company shall be January 3, 2005.

DATED: December 28, 2004


William Doniger
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.


William Doniger

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