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SECRETARY OF STATE
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**Articles Of Organization
For
Florida Limited Liability Company**

Lollipops A Children's Shop LLC

ARTICLE I - Name:

The name of the Limited Liability Company is Lollipops A Children's Shop LLC.

ARTICLE II - Address:

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

1105 Underwood Drive
Venice, Florida 34292

ARTICLE III - Duration:

The Limited Liability Company shall dissolve no later than December 31, 2070.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Anna L. Schulten
1105 Underwood Drive
Venice, Florida 34292

ARTICLE V - Members Rights to Continue Business:

The right, if given, 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: NONE.



Anna L. Schulten, Member

(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.)

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TALLAHASSEE, FLORIDA

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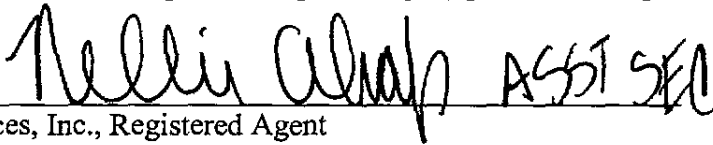
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Lollipops A Children's Shop LLC.
2. The name and the Florida street address of the registered agent is:

NRAI Services, Inc.
2731 Executive Park Drive, Suite 4
Weston, Florida 33331

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.

 ASST SEC

NRAI Services, Inc., Registered Agent

Filing Fee: \$ 25 for Designation of Registered Agent

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Anna L. Schulten, Member

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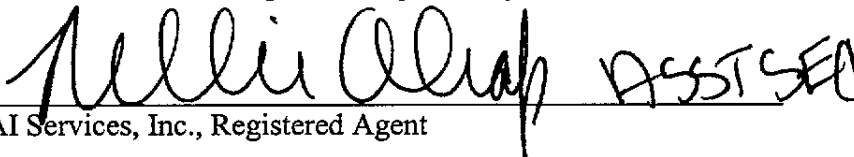
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NRAI Services, Inc., Registered Agent

Filing Fee: \$ 25 for Designation of Registered Agent

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