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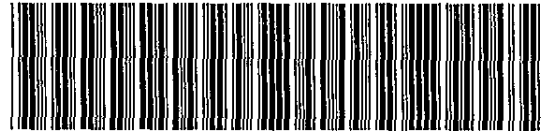
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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April 27, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Heartfelt Quilting & Sewing, LLC

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | Non Profit |
| X | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

**ARTICLES OF ORGANIZATION
FOR
HEARTFELT QUILTING & SEWING, LLC**

FILED
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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **HEARTFELT QUILTING & SEWING, LLC**.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually from the date of filing with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This Limited Liability Company is organized for the purpose of quilting and sewing and such other lawful business in the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS**

The place of business of this Limited Liability Company shall be at the following street address: 365 5th Street SW, Winter Haven, Florida 33880, and such other place or places as the member(s) from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: 365 5th Street SW, Winter Haven, Florida 33880.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Limited Liability Company shall be **PATRICIA K. ROBERTS**. The initial registered office address shall be 365 5th Street SW, Winter Haven, Florida 33880.

ARTICLE VI
MANAGEMENT

The Limited Liability Company will be managed by an initial Manager, **PATRICIA K. ROBERTS**. **PATRICIA K. ROBERTS** shall serve as initial Manager until the first organizational meeting of members or until his successor is elected and qualifies. The name and address of the initial Manager is:

PATRICIA K. ROBERTS
365 5th Street SW
Winter Haven, Florida 33880.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: additional members are to be admitted as members of the company only by the unanimous vote of the subscriber(s) and in accordance with applicable law.

ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Limited Liability Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Limited Liability Company and in accordance with applicable law.

IN WITNESS WHEREOF, the party hereto has executed these Articles of Organization on the 26th day of April, 2005.

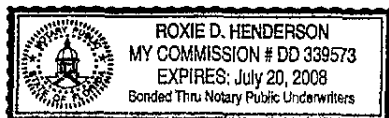

PATRICIA K. ROBERTS, Manager and Member

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 26th day of April, 2005, by **PATRICIA K. ROBERTS**, who personally appeared before me, who is known to me to be the person who executed the foregoing Articles of Organization and produced Florida Driver's License as identification or is personally known to me.

(SEAL)

Roxie D. Henderson
Printed Name: ROXIE D. HENDERSON
Notary Public



REGISTERED AGENT ACCEPTANCE


Having been named as registered agent, to accept service of process for **HEARTFELT QUILTING & SEWING, LLC**, at the place designated, I hereby accept the appointment as Registered Agent, and state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent, including those specified in Chapter 608 of the Florida Statutes.

Dated: April 26, 2005.


PATRICIA K. ROBERTS, Registered Agent

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 26th day of April, 2005, by **PATRICIA K. ROBERTS**, who personally appeared before me, and produced Florida Driver's License as identification or is personally known to me.


Printed Name: ROXIE D. HENDERSON
Notary Public

(SEAL)

