

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000053265
FILED 8:00 AM
May 27, 2005
Sec. Of State
dcushing

Article I

The name of the Limited Liability Company is:

RAILROAD EMPORIUM, LLC

Article II

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

2240 FRONT STREET
UNIT 303
MELBOURNE, FL. 32901

The mailing address of the Limited Liability Company is:

2240 FRONT STREET
UNIT 303
MELBOURNE, FL. 32901

Article III

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

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

CHARLES H WAHLEN
2240 FRONT STREET
UNIT 303
MELBOURNE, FL. 32901

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.

Registered Agent Signature: CHARLES WAHLEN

Article V

The name and address of managing members/managers are:

Title: MGR
CHARLES H WAHLEN
2240 FRONT STREET
MELBOURNE, FL. 32901

Title: MGR
FREDERICK BERTEL
903 E. HEW HAVEN AVENUE #5
MEELBOURNE, FL. 32901

Title: MGR
REX E WEIMER
8480 E. ORCHARD SUITE 1100
ENGLEWOOD, CO. 80111

Article VI

The effective date for this Limited Liability Company shall be:

05/23/2005

Signature of member or an authorized representative of a member

Signature: CHARLES WAHLEN

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