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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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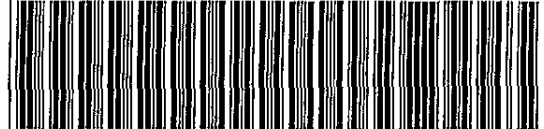
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 519633 7199111

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

ORDER DATE : August 2, 2005

ORDER TIME : 4:45 PM

ORDER NO. : 519633-005

CUSTOMER NO: 7199111

CUSTOMER: Ms. Debbie Himmelblau
Seth E. Ellis, P.a.

Suite 190
2385 Executive Center Drive
Boca Raton, FL 33431

DOMESTIC FILING

NAME: BURLINGTON SPICE DISTRIBUTION,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
FOR
BURLINGTON SPICE DISTRIBUTION, LLC**

ARTICLE I
Name

The name of the Limited Liability Company is **BURLINGTON SPICE DISTRIBUTION, LLC.**

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431.

ARTICLE III
Duration

This period of duration for the Limited Liability Company shall be: **PERPETUAL.**

ARTICLE IV
Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V
Registered Agent

The street address of the initial registered office of the Limited Liability Company shall be Seth E. Ellis, P.A., 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431 and the name of the initial registered agent of the Limited Liability Company at that address is Seth E. Ellis, Esq.

ARTICLE VI
Management

The Limited Liability Company is to be managed by the members and the name and the address of the managing members are:

MANAGING MEMBERS

Richard Atkinson

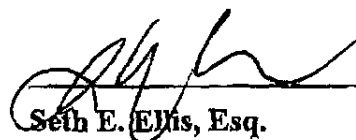
ADDRESSES

1440 Coral Ridge Drive
Unit 131
Coral Springs, FL 33071

ARTICLE VII
Effective Date

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of the date these Articles of Organization are filed with the Department of State.

The undersigned authorized representative of a member of BURLINGTON SPICE DISTRIBUTION, LLC, hereby executes these Articles of Organization on this 2nd day of August, 2005.

A handwritten signature in black ink, appearing to read "Seth E. Ellis", is written over a horizontal line.

Seth E. Ellis, Esq.

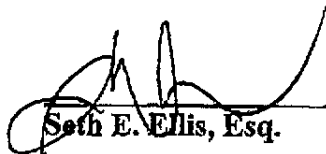
Authorized Representative by
Power of Attorney

**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 **BURLINGTON SPICE DISTRIBUTION, LLC.**
2. The name and the Florida street address of the registered agent and office are Seth E. Ellis, Esq., Seth E. Ellis, P.A., 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431.

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 as provided for in Chapter 608, F.S.


Seth E. Ellis, Esq.