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(Requestor's Name)

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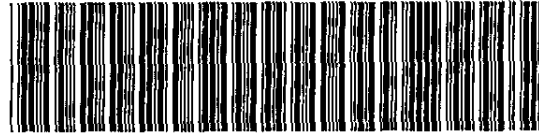
(Business Entity Name)

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STATE CORPORATIONS
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Centerfold International, LLC

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- LTD Partnership File _____
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Requested by: _____

Name _____

Date _____

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8/10/05 10:02

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Centerfold International, L.L.C.

ARTICLE II - Address:

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

75 Pices Drive, Santa Rosa Beach, Florida 32459.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

R. Scott Whitehead, Esquire
Suite 209, The Plaza
4507 Furling Lane
Destin, Florida 32541

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..


R. Scott Whitehead, Registered Agent

ARTICLE IV - Management.

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

By: 
Rex R. Chambless/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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.051 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:


Centerfold International, L.L.C.,

2. The name and address of the registered agent and office is:

**R. Scott Whitehead, Esquire
R. Scott Whitehead, P.A.
4507 Furling Lane, Suite 209
Destin, Florida 32541**

Having been named as registered agent and to accept service of process for the above stated corporation 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.

DATED this 8 day of August, 2005.


R. SCOTT WHITEHEAD, Registered Agent