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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110**FLORIDA/FOREIGN LIMITED LIABILITY CO.****a-PooDolls, LLC**

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
a-PooDolls, LLC

Article II. Street Address

The Company's street address is:
a-PooDolls, LLC
1820 N.E. 2nd Street
Gainesville FL 32609

Article III. Mailing Address

The Company's mailing address is:
PO Box 5398
Gainesville, FL 32627

Article IV. Registered Agent

The name and street address of the Company's registered agent is:
James R. Sirmans, Jr.
1820 N.E. 2nd Street
Gainesville FL 32609

Sam W. Boone I FL Bar Member 0278963
Sam W. Boone Jr., P.A.
605 N.E. First Street Suite E
Gainesville FL 32601
352-374-8308

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

JAMES R. SIRMANS, JR.
1820 N.E. 2nd Street Gainesville FL 32609

Article VII. Company Existence

The Company's existence shall begin effective as of March 10, 2006.

The undersigned authorized representative of a member executed these Articles of Organization on March 10, 2006.



SAM W. BOONE
by ES Davila as attorney-in-fact

Sam W. Boone 1 FL Bar Member 0278963
Sam W. Boone Jr., P.A.
605 N.E. First Street Suite E
Gainesville FL 32601
352-374-8308

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STATEMENT OF REGISTERED AGENT

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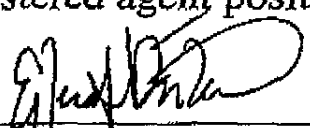
LIMITED LIABILITY COMPANY:

a-PooDolls, LLC

REGISTERED AGENT/OFFICE:

James R. Sirmans, Jr.
1820 N.E. 2nd Street
Gainesville FL 32609

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JAMES R. SIRMANS, JR.
by E.S. Davila as attorney-in-fact

Date: March 10, 2006

Sam W. Boone I FL Bar Member 0278963
Sam W. Boone Jr., P.A.
605 N.E. First Street Suite E
Gainesville FL 32601
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