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SECRETARY OF STATE OF STATE OF APR 24 PM 4: 24

J. BRYAN APR 2 6 2006

Bernard S. Peck

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OF APR 24 PM 4: 24

April 20, 2006

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: FAMA FEET, LLC

Dear Madam:

Enclosed herewith, for filing, is the original and one copy of the Articles of Organization for the above named limited liability company, together with a check to your order in the sum of \$130.00 representing the filing fee (\$125.00 plus \$5.00 for a Certificate evidencing the organization).

Please process the enclosed Articles and return the stamped copy of the Articles, with the Certificate of Organization, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,

Daniel D. Peck

DDP/sjz Enclosures

cc: Cesare Gaspari

## ARTICLES OF ORGANIZATION OF FAMA FEET, LLC

- 1. Name. The name of this limited liability company is FAMA FEET, LLC, a Florida limited liability company (the "Company").
- 2. <u>Duration</u>. The Company shall have perpetual existence commencing on the filing of the Articles of Organization with the State of Florida and continues even though a membership of a member is terminated.
- 3. <u>Purpose</u>. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, including to purchase, distribute, market, advertise and sell podiatry products.
- 4. <u>Place of Business.</u> The mailing and street address of the Company's principal office is 300 Dunes Boulevard, #207, Naples, Florida 34110.
- 5. <u>Registered Agent and Office</u>. The name of the initial registered agent of the Company is CESARE GASPARI. The street address of the initial registered agent of the Company is 300 Dunes Boulevard, #207, Naples, Florida 34110.
- 6. <u>Additional Members</u>. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
- 7. <u>Management of the Company</u>. The Company shall be managed by two managers, in accordance with the Regulations adopted by all of the members. The names and addresses of the two Managers, who are also the only initial members are:

CESARE GASPARI 300 Dunes Boulevard, #207 Naples, Florida 34110 PATRICIA D. GASPARI 300 Dunes Boulevard, #207 Naples, Florida 34110

- 8. <u>Voting</u>. The Company is authorized to issue membership interests with voting rights and membership interests without voting rights.
- 9. <u>Certificated Interests</u>. The members' interests in the <u>Company</u> may be evidenced by certificates.
- 10. <u>Member's Rights</u>. Pursuant to section 608.4235 of the Florida Statutes, no member of the Company other than the managers shall be an agent of the company solely by virtue of being a member, and no member other than the managers shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any Operating Agreement of the company as defined in section 608.402(24) of the Florida Statutes must be in writing and signed by all the initial members.

The undersigned Managers and Members freely executed these Articles of Organization effective as of the 20 day of April, 2006, affirming under penalties of perjury that the facts herein are true.

ESARE GASPAR

Vanager, Member

PATRICIA D. GASPAR

Manager, Member

## ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the withinnamed Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

CESARE GASPARI, Registered Agent

Dated: April 20, 2006