

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

L06000071579
FILED 8:00 AM
July 19, 2006
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

CAROL'S ON SECOND LLC

Article II

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

1125 OCEAN AVENUE
LAKEWOOD, NJ. 08701

The mailing address of the Limited Liability Company is:

1125 OCEAN AVENUE
LAKEWOOD, NJ. 08701

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:

MADISON EXCHANGE, LLC
1380 MIAMI GARDENS DRIVE
SUITE 255 - SKYLAKE PROFESSIONAL BUILDING
NORTH MIAMI BEACH, FL. 33179

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: ESTHER SILBERBERG

Article V

The name and address of managing members/managers are:

Title: MGR
ESTHER SILBERBERG
1125 OCEAN AVENUE
LAKEWODD, NJ. 08701

L06000071579
FILED 8:00 AM
July 19, 2006
Sec. Of State
tcline

Signature of member or an authorized representative of a member

Signature: ESTHER SILBERBERG