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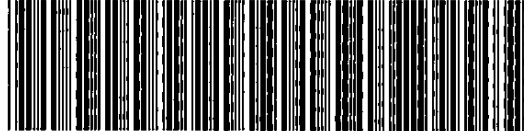
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 08/02/2006

REF. #: 000478.55521

CORP. NAME: THE MATERNITY SHOPPE OF SAN MARCO, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 518033 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
THE MATERNITY SHOPPE OF SAN MARCO, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is THE MATERNITY SHOPPE OF SAN MARCO, LLC.

**ARTICLE II
DURATION**

The Company's duration shall be perpetual unless sooner dissolved.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 2004 Hendricks Ave, Jacksonville, Florida 32207.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207, and its initial registered agent is Stoneburner, Berry & Simmons, P.A.

**ARTICLE V
PURPOSE AND POWERS**

The Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

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TALLAHASSEE, FLORIDA

ARTICLE VI
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Operating Agreement.


ARTICLE VII
CONTINUATION OF BUSINESS

The remaining Members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in the Company as provided in the Operating Agreement of the Company.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization as of this 2nd day of August, 2006.




Sidney S. Simmons, II
Authorized Representative

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

THE MATERNITY SHOPPE OF SAN MARCO, LLC, desiring to organize or qualify under the laws of the State of Florida hereby designates Stoneburner, Berry & Simmons, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207.

DATED this 2nd day of August, 2006.




Sidney S. Simmons, II
Authorized Representative

Having been named as registered agent to accept service of process for the above stated Company, at the place designated in this certificate, I hereby agree to 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 2nd day of August, 2006.

STONEBURNER, BERRY &
SIMMONS, P.A.

By: 

Sidney S. Simmons, II
Its Vice President