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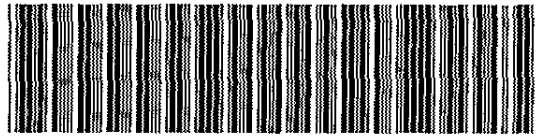
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AKERMAN SENTERFITT

DANA WISER

Requester's Name

106 East College Avenue, Suite 1200

Address

TALLAHASSEE, FL

224-9634

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BOOTHCO Savannahs, LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Not for Profit

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Limited Liability

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Domestication

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Other

AMENDMENTS

☐

Amendment

☐

Resignation of R.A., Officer/Director

☐

Change of Registered Agent

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Dissolution/Withdrawal

Merger

OTHER FILINGS

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Annual Report

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Fictitious Name

REGISTRATION/QUALIFICATION

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Other

Examiner's Initials

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Suite 1200
106 East College Avenue
Tallahassee, FL 32301
www.akerman.com
850 224 9634 tel 850 222 0103 fax

August 7, 2006

VIA HAND DELIVERY

Division of Corporations
Department of State
2661 Executive Center Circle West
Tallahassee, FL 32301

**Re: Articles of Organization for
BOOTHCO Savannahs, LLC**

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Organization and Designation of Registered Agent for the above referenced limited liability company.

Please file these Articles, certify one copy, and stamp the other copy "Filed." Please also provide a Certificate of Status.

I have enclosed a check in the amount of \$160.00 for the filing fee, certification fee, and certificate of status. Our messenger will pick up the certified copy, the stamped copy, and the certificate of status after 2:00 p.m. on Wednesday, August 9, 2006.

Sincerely,



Nancy M. Wallace

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BOOTHCO SAVANNAHS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 – Name

The name of this limited liability company is BOOTHCO SAVANNAHS, LLC ("Company").

Article 2 – Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Operating Agreement.

Article 3 – Mailing Address and Street Address

The Company's address is 625 East Tennessee Street, Tallahassee, Florida 32308.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is Nancy M. Wallace, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 – Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 6 – Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

Article 7 – Management of the Company

The management of the Company is reserved to the members. The following person will initially be the managing member:

BOOTHCO Savannahs Holding Corp.
625 East Tennessee Street
Tallahassee, FL 32308

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FLORIDA

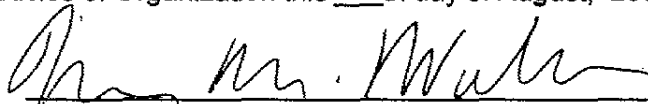
Article 8 – Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 – Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

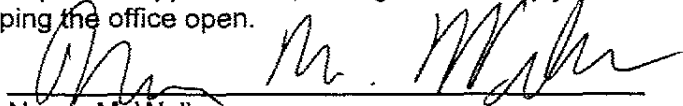
The undersigned executed these Articles of Organization this 7th day of August, 2006.



Nancy M. Wallace
Authorized Representative for the Members

CERTIFICATE OF DESIGNATION

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.



Nancy M. Wallace