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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dunedin Beads LLC	ALLAHASSEE, FLORIE
Signature	Art of Inc. File
Requested by: Name Date Time	Driving Record UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval Courier

ARTICLES OF ORGANIZATION OF DUNEDIN BEADS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be DUNEDIN BEADS, LLi ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

1130 Wexford Drive Palm Harbor, Florida 34683

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Roberta M. Sheehan 1130 Wexford Drive Palm Harbor, FL 34683

ARTICLE IV - PURPOSE AND POWERS

To transact retail sales; to market, advertise, promote, and develop the business or its goods and services; to own or lease real and personal property in connection with the business or otherwise; and to carry on such other business or activity as provided by law.

ARTICLE V - INITIAL MEMBERS

The name and address of the initial member of the company and her respective interest in the company is:

Roberta M. Sheehan - 100%

Any member shall have authority to bind the company.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as otherwise agreed to in the operating agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE VIII - MANAGEMENT

The company shall be managed by a manager in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these articles of organization at Clearwater, Florida, on the 29 day of September, 2006.

ROBERTA M. SHEEHAN, Member and Authorized Representative

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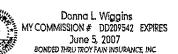
STATE OF FLORIDA	1
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared, ROBERTA M. SHEEHAN, (check one) who is personally known to me, or who produced as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that **she** executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 29 day of September, 2006.

NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named Limited Liability Company, Dunedin Beads, at the place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 29 day of September, 2006.

ROBERTA M. SHEEHAN

as Registered Agent