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JAMES D. LAMPATHAKIS, P.A.
ATTORNEY AT LAW
1299 MAIN STREET
SUITE E
DUNEDIN, FLORIDA 34698
(727) 736-2000

JAMES D. LAMPATHAKIS

November 3, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Foxy Roxy's Boutique, LLC
Articles of Organization

Dear Department of State:

Enclosed herewith are the proposed Articles of Organization relative to the above, together with a check in the amount of $125.00 for the following fees:

Filing Fee	$100.00
Registered Agent Fee	$ 25.00
TOTAL	$125.00

Please file the articles, and return the stamped copy to me at your earliest convenience.

Thank you for your cooperation in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

JAMES D. LAMPATHAKIS, P.A.

James D. Lampathakis, Esq.

JDL/ktb
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

FOXY ROXY'S BOUTIQUE, LLC

ARTICLE I
NAME, PRINCIPAL ADDRESS, AND MAILING ADDRESS

The name of this limited liability company is Foxy Roxy's Boutique, LLC and the initial principal address and mailing address of the limited liability company is 102 West Grapefruit Circle, Clearwater, FL 33759.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business transacted by this limited liability company is to engage in any and all business permitted under the laws of the State of Florida. The limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as amended from time to time.

ARTICLE III
TERM OF EXISTENCE

This limited liability company's existence shall commence upon filing of these articles and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the limited liability company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the limited liability company is continued by consent of all remaining members.

ARTICLE IV
REGISTERED AGENT, INITIAL REGISTERED OFFICE

The name of the registered agent of the limited liability company is Kimberly M. Schneider. The address of the initial registered office is 102 West Grapefruit Circle, Clearwater, FL 33759.

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 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Kimberly M. Schneider

The members from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

ARTICLE V
MANAGEMENT

The management of the limited liability company shall be reserved to the members. The members shall have the power and authority to act on behalf of the limited liability company as provided in Chapter 608, Fla. Stat, as amended from time to time, and as provided in the Regulations of the Company.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned has executed this certificate on November 3rd, 2006.

Witnesses:

Kathie Barnard

Cathy K. Taylor

Kimberly M. Schneider

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on November 3, 2006, by Kimberly M. Schneider, who is personally known to me or who produced FL D.L. as identification and did take an oath.

KATHIE T. BARNARD
MY COMMISSION # DD 549197
EXPIRES: May 20, 2010
Bonded Thru Budget Notary Services

Kathie Barnard
Notary Public