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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAYMOND J. POSGAY

ATTORNEY AT LAW
1217 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2133
(954) 764-5543
FAX (954) 522-0123

November 21, 2006

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

Re: SHOPS OF FROSTPROOF, LLC
Our File No.6320

Dear Sir:

The enclosed Articles of Organization and fees are submitted for filing.

Fees included \$160.00
\$100 Filing Fee
\$ 25 Designation of Registered Agent
\$ 30 Certified copy
\$ 5 Certificate of Status

Please return all correspondence concerning this matter to the above named attorney.

For further information concerning this matter, please contact the above attorney at the phone number indicated..

Thank you for your cooperation.

Sincerely,

Raymond J. Posgay

Encls.

2006 NOV 21 P 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SHOPS OF FROSTPROOF, LLC**

The undersigned, being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:


SHOPS OF FROSTPROOF, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 10555 NW 65th Drive, Parkland, FL 33076, and the name of the initial registered agent of the Limited Liability Company to whom process may be sent in Florida at that address is Moshe Maimon.

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 as provided for in Chapter 608, F.S.


print: Moshe Maimon

FIFTH: The mailing address and principal office of the Limited Liability Company is 10555 NW 65th Drive, Parkland, FL 33076

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is: MOSHE MAIMON, Managing Member, having an address at 10555 NW 65th Drive, Parkland, FL 33076

SEVENTH: The total minimum amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$1,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company 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 a Member in the Limited Liability Company.

ELEVENTH: The name and business address of the Organizer of the Limited Liability Company are: MOSHE MAIMON, 10555 NW 65th Drive, Parkland, FL 33076

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on November 2, 2004.

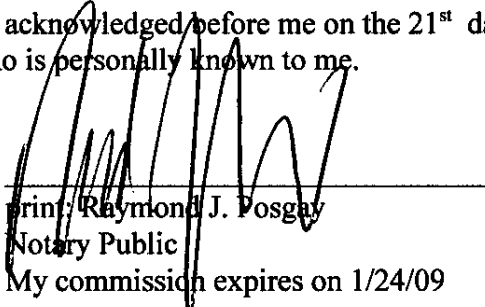

MOSHE MAIMON, Organizer

STATE OF FLORIDA, COUNTY OF BROWARD, ss.

The foregoing instrument was acknowledged before me on the 21st day of November, 2006, by MOSHE MAIMON, who is personally known to me.



Raymond J Posgay
My Commission DD0372217
Expires January 24 2009


Print: Raymond J. Posgay
Notary Public
My commission expires on 1/24/09

C:\Clients\Maimon-Slopes of Frostproof, LLC\LLC Maimon mshop.wpd