

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000020896
FILED 8:00 AM
February 23, 2007
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

ZALE ENTEPRISES, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

897 N. BEACH WAY
PANAMA CITY BEACH, FL. 32497

The mailing address of the Limited Liability Company is:

897 N. BEACH WAY
PANAMA CITY BEACH, FL. 32497

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

JESSE D ENGLE
897 N. BEACH WAY
PANAMA CITY BEACH, FL. 32497

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.

Registered Agent Signature: JESSE D. ENGLE

Article V

The name and address of managing members/managers are:

Title: MGRM
JESSE D ENGLE
897 N. BEACH WAY
PANAMA CITY BEACH, FL. 32497

Title: MGRM
JACQUELINE R ENGLE
897 N. BEACH WAY
PANAMA CITY BEACH, FL. 32497

Signature of member or an authorized representative of a member

Signature: JESSE D. ENGLE

L07000020896
FILED 8:00 AM
February 23, 2007
Sec. Of State
mthomas