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PHILIPS DUNBAR

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SUDDENLY SLENDER FRANCHISING USA, LLC

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ARTICLES OF ORGANIZATION**FOR****SUDDENLY SLENDER FRANCHISING USA, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company shall be Suddenly Slender Franchising USA, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 172 North Belcher Road, Clearwater, Florida 33765.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- PURPOSE

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida.


ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Victoria M. Morton, 172 North Belcher Road, Clearwater, Florida 33765.

ARTICLE VI -- MANAGEMENT

The Company shall be a member-managed company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Tampa, Florida, on this 23 day of February, 2007.


SCOTT WEBER
As Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Suddenly Slender Franchising USA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



VICTORIA M. MORTON
Registered Agent

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TALLAHASSEE, FLORIDA

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