

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

**L07000072544
FILED 8:00 AM
July 13, 2007
Sec. Of State
nculligan**

Article I

The name of the Limited Liability Company is:

BARNEY N' FRED'S, LLC

Article II

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

7891 ESTATES DRIVE
NORTH PORT, FL. 34286

The mailing address of the Limited Liability Company is:

7891 ESTATES DRIVE
NORTH PORT, FL. 34286

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:

RIDDELL LAW GROUP
3400 S TAMiami TRAIL
STE 202
SARASOTA, FL. 34239

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: JEFFERSON F RIDDELL

Article V

The name and address of managing members/managers are:

Title: MGR
STEVE BARNHARDT
7891 ESTATES DRIVE
NORTH PORT, FL. 34286

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Article VI

The effective date for this Limited Liability Company shall be:

07/12/2007

Signature of member or an authorized representative of a member

Signature: STEVE BARNHARDT