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LOT-89580
JR

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BORDELON & SCHULTZ LAW FIRM
P.L.
Established 1974

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August 29, 2007

VIA DHL OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
ATTN: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: CHILDREN'S PALACE OF PENSACOLA, L.L.C.
Our File No.: 002829

To Whom It May Concern:

Please find the enclosed Articles of Organization for the above-referenced entity. Also, please find our check for \$130.00 for the filing fee and Certificate of Status, as well as a self-addressed/stamped envelope for the return of the Certificate of Status.

If there are any questions or concerns please do not hesitate to contact our office.

Sincerely,



Kiley A. Bolster, Paralegal to
Kerry Anne Schultz, Esquire

/kab
Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CHILDREN'S PALACE OF PENSACOLA, L.L.C.

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be "CHILDREN'S PALACE OF PENSACOLA, L.L.C." ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 313 New Warrington Road, Pensacola, Florida 32506, and the street address of the principal office of the Company shall be 313 New Warrington Road, Pensacola, Florida 32506.

ARTICLE III - DURATION

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Bordelon & Schultz Law Firm, P.L., 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

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ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VIII - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE IX - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.


IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.

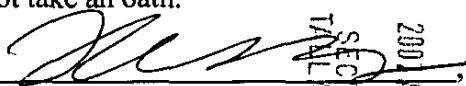


KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 29th day of August, 2007, by KERRY ANNE SCHULTZ, who ☒ is personally known to me or who ☐ has produced _____, as identification and who did not take an oath.

NOTARY PUBLIC-STATE OF FLORIDA
 Kiley A. Bolster
Commission # DD456031
Expires: JULY 31, 2009
Bonded by The American Bonding Co., Inc.


NOTARY PUBLIC
Commission No.
My Commission Expires:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT**

Bordelon & Schultz Law Firm, P.L., the designated resident agent of CHILDREN'S PALACE OF PENSACOLA, L.L.C., do hereby certify that its address is 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, do hereby accept the designation and appointment as resident agent of CHILDREN'S PALACE OF PENSACOLA, L.L.C., a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

DATED this 29th day of August, 2007.

BORDELON & SCHULTZ LAW FIRM, P.L.

By: _____

Its: Managing Member

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 29th day of August, 2007, by KERRY ANNE SCHULTZ who (X) is personally known to me or who () has produced a driver's license as identification and has taken an oath.

NOTARY PUBLIC-STATE OF FLORIDA
Kiley A. Bolster
Commission # DD456031
Expires: JULY 31, 2009
Bonded Thru Atlantic Bonding Co., Inc.

NOTARY PUBLIC

Commission No.: _____

Commission Expires: _____

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