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Account Name : LAW OFFICES OF SCOTT M. KETCHUM, P.A.
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Phone : (239)403-0148
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 SEP -5 AM 9:50**FLORIDA/FOREIGN LIMITED LIABILITY CO.****VICCI FASHIONS, LLC**

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**ARTICLES OF ORGANIZATION
OF
VICCI FASHIONS, LLC,
a Florida limited liability company**

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The undersigned, being the managing member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **VICCI FASHIONS, LLC**, a Florida limited liability company.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be 6012 Yeats Manor Drive, Unit 105, Tampa, FL 33616.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is 692 Goodlette Road North, Naples, Florida 34102, and the name of the initial registered agent at such address is Scott M. Ketchum, Esquire.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The Initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII
INITIAL MANAGER**

The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the member who shall serve as manager until his successors are elected and qualified is:

Dina L. Karwoski

6012 Yaris Manor Drive, Unit 105
Tampa, FL 33616

IN WITNESS WHEREOF, the undersigned, being the Authorized Agent of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 4th day of August, 2007.

VICCI FASHIONS, LLC,
a Florida limited liability company

By: Dina L. Karwoski

Dina L. Karwoski

Its: Manager

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IN WITNESS WHEREOF, each of the Initial Members has executed this instrument
as of the date stated at the beginning.


DINA L. KARWOSKI

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