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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

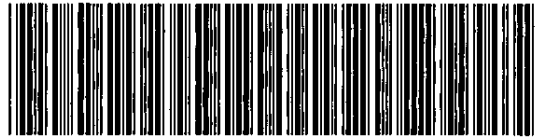
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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JB

David M. Davis, Jr.
Donald H. West
Christopher M. West

DAVIS & WEST
ATTORNEYS AT LAW

Phone: (414) 479-9800 ♦ Fax (414) 479-0900

1233 North Mayfair Road
Suite 306
Wauwatosa, Wisconsin 53226

October 8, 2007

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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In Re: That Picture Place, LLC/Tom's Art, LLC

Dear Division of Corporations:

Enclosed are two documents which my clients wish to file. The first document is Articles of Amendment changing the name of That Picture Place, LLC to Tom's Art, LLC. The second is Articles of Organization for a new limited liability company intending to use the name That Picture Place, LLC.

The purpose of filing these documents at the same time is to express the intent of the managing members of each of these limited liability companies that Mr. Thomas Heisz be allowed to continue operating his limited liability company as he presently does, and that Mr. Gerald Spaulding be entitled to the name "That Picture Place, LLC."

If you have any questions regarding this matter, please contact me.

Sincerely,

DAVIS & WEST



Christopher M. West

CMW:cmw

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: That Picture Place
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher M. West

(Name of Person)

Davis & West

(Firm/Company)

1233 N. Mayfair Rd., #306

(Address)

Wauwatosa, WI 53226

(City/State and Zip Code)

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For further information concerning this matter, please call:

Christopher M. West at (414) 479-9800
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

That Picture Place, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

13040 Livingston Road

Building 300, Suite 3

Naples, FL 34105

Mailing Address:

13040 Livingston Road

Building 300, Suite 3

Naples, FL 34105

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Gerald Spaulding

Name

2650 Park Windsor Dr. 110

Florida street address (P.O. Box NOT acceptable)

Fort Myers, FL 33901

City, State, and Zip

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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 as provided for in Chapter 608, F.S..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Gerald Spaulding

2650 Park Windsor Dr. 110

Fort Myers, FL 33901

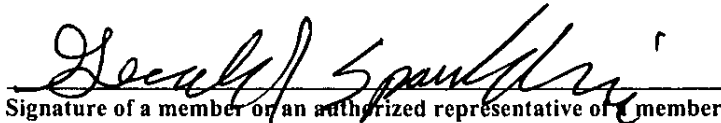
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ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gerald Spaulding

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)