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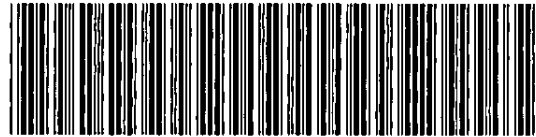
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 475066 7497335

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

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ORDER DATE : March 6, 2008

ORDER TIME : 12:52 PM

ORDER NO. : 475066-005

CUSTOMER NO: 7497335

DOMESTIC FILING

NAME: POP FROCKS, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 2916

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 3/1/08
ARTICLES OF ORGANIZATION

OF

POP FROCKS, L.L.C.

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Articles of Organization of **Pop Frocks, L.L.C.** The undersigned, for the certify that we have associated ourselves together for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I – NAME & PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **Pop Frocks, L.L.C.**, and its principal office shall be located at 1280 NW 113th Terrace, Coral Springs, Florida 33071, but is shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II – PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do nay and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of

the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. Do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III -EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV -MANAGEMENT

This limited liability company shall be managed by **Ulises Fuentes and Diane Fuentes**. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows: **Ulises Fuentes and Diane Fuentes**, 1280 NW 113th Terrace, Coral Springs, Florida 33071.

ARTICLE V - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. The parties hereto agree that the wives of said members may become members after the filing of these Articles by splitting the spouse's share.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI - CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be or have been paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares. In the event a member fails to make an initial capital contribution as previously agreed with 6 months from the date of signing by both parties of these Articles, the other member shall have the right to buy-out the defaulting member by paying said defaulting member any capital contribution previously made by said defaulting member.

ARTICLE VII - PROFITS AND LOSSES


(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members monthly and day of the commencement date shall be the anniversary date of the commencement of business.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if these sources are insufficient to cover such losses, by the members in (equal shares or the following shares: (set forth percentages alongside name of each member)).

ARTICLE VIII - DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

IN WITNESS WHEREOF, the undersigned member or authorized representative have made and subscribed these articles of organization at 1280 NW 113th Terrace, Coral Springs, Florida 33071, on the 3 day of March, 2008.



Ulises Fuentes

(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.)

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 3 day of March, 2008 by **Ulises Fuentes**, who are personally known to me or produced a driver's license as identification.

Ariane Wolinsky
Notary Public -- State of Florida



My Commission Expires:

ARTICLE IX - EFFECTIVE DATE

The effective date of the company shall be March 1, 2008.

ARTICLE X - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida is

Jeremy A. Cohen, Esq., Cohen & Owens, P.A., 3801 Hollywood Boulevard, Suite 200 Hollywood,
Florida 33021.

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 obligations of my position as registered agent as provided for in Chapter 607 and 608, F.S.

Jeremy A. Cohen
Jeremy A. Cohen, Esq.

(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.)

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 3 day of March, 2008 by **JEREMY A. COHEN**, who is personally known to me or produced a driver's license as identification.

Ariane Wolinsky
Notary Public -- State of Florida
My Commission Expires:

