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MAY 1 4 2008

EXAMINER



ACCOUNT NO.: 072100000032

REFERENCE: 569676 4300239

AUTHORIZATION:

COST LIMIT: 125.00

ORDER DATE: May 13, 2008

ORDER TIME: 10:04 AM

ORDER NO.: 569676-005

CUSTOMER NO: 4300239

DOMESTIC FILING

NAME: BARBIZON USA SOUTHWEST LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name

The name of the Limited Liability Company is:

BARBIZON !	USA	SOUTHWEST L	LC		

ARTICLE II - Address:

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

Principal Office Address:	Mailing Address:
4950 West Kennedy Drive	4950 West Kennedy Drive
Tampa Florida 33609	Tampa Florida 33509

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

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

DAVID HARRIS	
Na	me
3111 North Universit	y Drive, Suite 1002
Florida street address (P.O. Box NOT acceptable)
Coral Springs,	FLORIDA 33065
City, Stat	e. and Zip

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 & Florida Statutes.

Registered Agent's Signature

Page 1 of 2 (CONTINUED)

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 (Use attachment if necessary) NOTE: An additional article must be added if an effective date is requested. REQUIRED SIGNATURE: Sighature of a member or an authorized representative of a member.

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury

KATHERINE R. STEINER, AUTHORIZED REPRESENTATIVE
Typed or printed name of signee

that the facts stated herein are true.)