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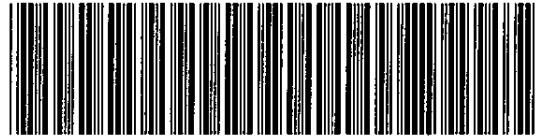
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TALLAHASSEE, FLORIDA

**KRAMER
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May 7, 2008

VIA U.S. MAIL

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Be Proud Fashions, LLC.

Dear Sir or Madam,

Enclosed please find one original and a copy of the Articles of Organization for Be Proud Fashions, LLC. Also enclosed please find my client's check in the amount of \$125.00 to cover the filing fee as well as the Registered Agent Fee.

Please return a certified copy to me with the stamped in date and your cover letter indicating the document number.

Thank you for your attention to this matter.

Very truly yours,

Steven D. Kramer, Esq.

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TALLAHASSEE, FLORIDA

SDK/ak

ARTICLES OF ORGANIZATION

OF

BE PROUD FASHIONS, LLC.

The undersigned initial Members to these Articles of Organization, natural persons competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Limited Liability Company is BE PROUD FASHIONS, LLC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Limited Liability Company is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the Limited Liability Company. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improve or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Limited Liability Company, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the Limited Liability Company.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of Limited Liability Company property, or other instruments to secure the payment of Limited Liability Company indebtedness as required.

(d) To purchase the business assets of any business entity and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any corporation of the State of Florida or any other state or government, and while owner of

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FLORIDA
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such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like Limited Liability Companies.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

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 - 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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with 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 V - INITIAL CAPITAL

The amount of the capital with which this Limited Liability Company shall begin business is \$500.00.

ARTICLE IV - TERM OF EXISTENCE

This Limited Liability Company shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the principal office of this Limited Liability Company is to be at 6204 Tremayne Dr., Mount Dora, FL 32757. The Members of the Limited Liability Company may from time to time designate such other address and place for the principal office of this Limited Liability Company as it may see fit.

ARTICLE VII - INITIAL MEMBERS

The names and street addresses of the initial Members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jean Roberson Demesmin	6204 Tremayne Dr. Mount Dora, FL 32757

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ARTICLE VIII - MANAGEMENT

The Limited Liability Company is to be managed by the Members and is, therefore, a member - managed company.

ARTICLE IX - EFFECTIVE DATE

These Articles of Organization shall be effective on the date they are filed with the State of Florida, Division of Corporations.

ARTICLE X - REGISTERED AGENT

The registered agent of this Limited Liability Company shall be:

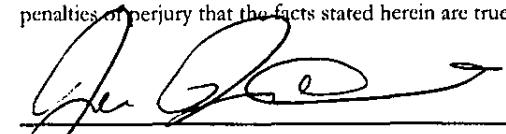
<u>NAME</u>	<u>ADDRESS</u>
Jean Roberson Demesmin	6204 Tremayne Dr. Mount Dora, FL 32757

ARTICLE XI - AMENDMENT

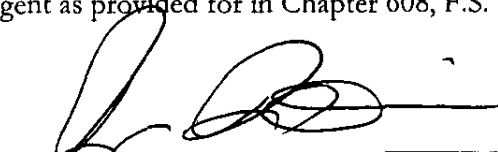
These Articles of Organization may be amended in the manner provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this 07 day of May 2008

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


Jean Roberson Demesmin, Initial Member

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.


Jean Roberson Demesmin
DATE: 5-07-08

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