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L. SELLERS

MAY 14 2009

To: Division of Corporations
Fax Number : (850) 617-6383

EXAMINER

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CPO FOR KIDS, LLC

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ARTICLES OF ORGANIZATION

OF

CPO FOR KIDS, LLC

THE UNDERSIGNED, initial members of CPO FOR KIDS, LLC, a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of the Company is: CPO FOR KIDS, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is: 45 NE 39 Street, Miami, FL 33137.

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is: 2320 North Miami Avenue, Miami, FL 33127.

Prepared By:

JOSEPH R. COLLETTI, P.A.
4770 Biscayne Boulevard, Suite 630
Miami, Florida 33137
(305) 576-2600
FLORIDA BAR NO: 216194

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-1-

Joseph R. Colletti, P.A., 4770 Biscayne Boulevard, Suite 630, Miami, Florida 33137 (305) 576-2600 Fax (305) 576-1756

ARTICLE V. REGISTERED AGENT & REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

JOSEPH R. COLLETTI
4770 Biscayne Boulevard
Suite 630
Miami, Florida 33137

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a

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member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The management of the Company shall be reserved to the Members. The name and address of the Manager is set forth below:

STEVEN M. RHODES
45 NE 39 Street
Miami, FL 33137

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his, her or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

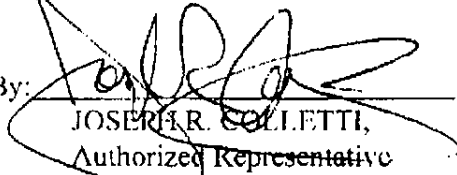
Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

-3-

Joseph R. Colletti, P.A., 4770 Biscayne Boulevard, Suite 650, Miami, Florida 33137 (305) 576-2600 Fax (305) 576-2601

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IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization as of this 13 day of May, 2009.

By: 
JOSEPH R. COLLETTI,
Authorized Representative

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 13 day of May, 2009, by JOSEPH R. COLLETTI who is personally known to me and who did not take an oath.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Identification Produced: _____
Personally known XX

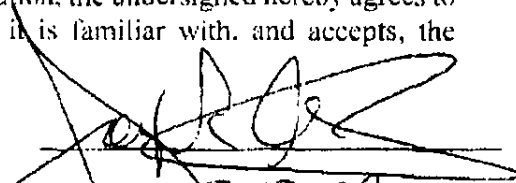


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CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.507 of the Florida Limited Liability
Company Act:

Having been appointed as registered agent of CPO FOR KIDS, LLC, a Florida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



DATED: 5-13-09

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