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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Vics Unique Emporium, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

Help

Audit # H09000135101 3

**ARTICLES OF ORGANIZATION
OF
VICS UNIQUE EMPORIUM, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is Vics Unique Emporium, LLC.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 58 Hypolita Street, St. Augustine, Florida 32084.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is Richard Q. Lewis III. The street address of the registered agent is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

Audit # H09000135101 3

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ARTICLE VIContinuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE VIIManagement

The Company shall be a manager managed company. The initial managers shall be:

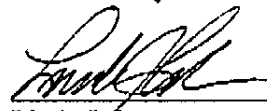
Linda J. Lacerva

110 Ocean Hollow Lane #109
St. Augustine, Florida 32084

Victoria A. Brooks

110 Ocean Hollow Lane #109
St. Augustine, Florida 32084

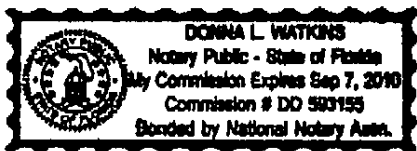
IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 3 day of June, 2009.


Linda J. LacervaSTATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 3rd day of June, 2009, by Linda J. Lacerva, who (✓) is personally known to me or () has produced dlw

Audit # H09000135101 3

Florida driver's license number _____ as
identification.



Donna L. Watkins
Notary Public

Name of Notary Typed/Printed/Stamped

Commission No.:

Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED this 3rd day of June, 2009.

Richard Q. Lewis III
Richard Q. Lewis III

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