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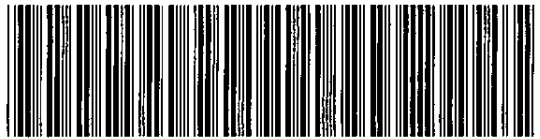
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JUN 15 2009

EXAMINER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUN 12 AM 11:11

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BRASHEAR, MARSH, KURDZIEL & McCARTY PL
C o u n s e l o r s , A t , L a w

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GAINESVILLE, FL 32601-4140
TELEPHONE: 352/336-0800
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BRUCE BRASHEAR, JD
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JAMES H. "MAC" McCARTY, JR., JD, MBA

*Florida Bar Board Certified Tax Lawyer

June 11, 2009

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

RE: VIRTUOUS ANYWEAR, LLC

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$155.00 representing the following:

Filing Fee	\$ 100.00
Certificate Designating Resident Agent	25.00
Certified Copy of Articles of Organization	30.00

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR, MARSH
KURDZIEL & McCARTY, P.L.

By: 

Carrie Fagan, Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
VIRTUOUS ANYWEAR, LLC**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Virtuous Anywear, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2109.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is 199 S.W. Boulder Glen, Ft. White FL 32038. The name and address of the Company's initial registered agent in the State of Florida is Richard Nelson, 199 S.W. Boulder Glen, Ft. White FL 32038.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company; or
- (b) The unanimous written consent of all the Company's members.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
MANAGEMENT**

The Company will be managed by its Managers in accordance with the Company's regulations. The names and business addresses of the managers are as follows:

<u>Name</u>	<u>Address</u>
Richard Nelson	199 S.W. Boulder Glen Ft. White FL 32038
Dustin Busscher	139 S.W. Mauldin Lake City FL 32024

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION ON THIS 5 DAY OF June, 2009.


RICHARD NELSON


DUSTIN BUSSCHER

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

VIRTUOUS ANYWEAR, LLC

2. The name and address of the registered agent and office is:

RICHARD NELSON
199 S.W. Boulder Glen
Ft. White FL 32038

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.


RICHARD NELSON, Registered Agent

Date: 6/5/09

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TALLAHASSEE, FLORIDA