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Florida Department of State
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To:

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

From:

Account Name : ADMIRALS COVE ASSOCIATES, LTD.
Account Number : I1999C000071
Phone : (561) 744-1700
Fax Number : (561) 744-6889

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Rosetta Stone Fine Art, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$125.00 |

J. BRYAN

JUN 17 2009

EXAMINER

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**ARTICLES OF ORGANIZATION
FOR
ROSETTA STONE FINE ART, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the limited liability company is: Rosetta Stone Fine Art, LLC

ARTICLE II - Address:

The mailing address and the street address of the principal office of the limited liability company is:

Joanne Berkow
300 Admirals Cove Blvd.
Jupiter, FL 33477

ARTICLE III - Registered Agent

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

Joanne Berkow
300 Admirals Cove Blvd.
Jupiter, FL 33477

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TALLAHASSEE, FLORIDA

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.


Registered Agent's Signature

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more members and is, therefore, a member - managed company.


Joanne Berkow, Member

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

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