

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000100873
FILED 8:00 AM
October 20, 2009
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

GIRLCAT MIAMI LLC

Article II

The street address of the principal office of the Limited Liability Company is:

35 NE 40TH STREET
MIAMI, FL. 33137

The mailing address of the Limited Liability Company is:

GIRLCAT 167 ELIZABETH STREET
NEW YORK, NY. 10012

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

COURTNEY CAPRIO
3455 ROYAL PALM AVE
MIAMI, FL. 33140

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.

Registered Agent Signature: COURTNEY CAPRIO

Article V

The name and address of managing members/managers are:

Title: MGRM
ANYA PONOROVSKY
167 ELIZABETH STREET
NEW YORK, NY. 10012

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Signature of member or an authorized representative of a member

Signature: ANYA PONOROVSKY