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CORPDIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK AVENUE TALLAHASSEE, FL 32301 222-1173 FILING COVER SHEET ACCT. #FCA-14 **CONTACT:** KATIE WONSCH DATE: 06/09/2011 **REF. #:** 000277.149443 CORP. NAME: FAME MERCHANDISING, LLC () ARTICLES OF DISSOLUTION () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () LIMITED LIABILITY () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () WITHDRAWAL () REINSTATEMENT () MERGER () CERTIFICATE OF CANCELLATION (XX) OTHER: AMENDED & RESTATED STATE FEES PREPAID WITH CHECK# 540 165 FOR \$ 25.00 AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$_____ PLEASE RETURN:

() CERTIFICATE OF GOOD STANDING

(XX) PLAIN STAMPED COPY

Examiner's Initials

() CERTIFIED COPY

() CERTIFICATE OF STATUS

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF FAME MERCHANDISING, LLC

These Amended and Restated Articles of Organization of FAME Merchandising, LLC, (the "Company"), whose original Articles of Organization were filed with the Florida Department of State on December 8, 2009, and assigned document number L09000116594, have been duly executed and are being filed by the undersigned authorized representative of a member pursuant to Section 608.411, Florida Statutes.

ARTICLE I NAME

The name of the limited liability company formed hereby is FAME Merchandising, LLC.

ARTICLE II ADDRESS

The principal place of business address and mailing address of the Company is 5710 Seminole Way, Hollywood, Florida 33314.

ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is CorpDirect Agents, Inc., 515 East Park Avenue, Tallahassee, Florida 32301.

ARTICLE IV MANAGEMENT

The sole Manager of the Company shall be Brian Zepeda.

IN WITNESS WHEREOF, the undersigned executed these Amended and Restated Articles of Organization on the $\frac{CV}{V}$ day of June, 2011.

Kim A. Hines

Authorized Representative of a Member

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