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Account Number : I19990000150
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TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.
VDL SPA, LLC

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S. HAWKES

JAN 28 2010

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
VDL SPA, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I
NAME & ADDRESS

The name of this limited liability company is VDL SPA, LLC (the "Company") and its principal office is and mailing address is 2202 N. Westshore Blvd., Suite 200, Tampa, Florida 33607.

ARTICLE II
EFFECTIVE DATE

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III
PURPOSE OF ORGANIZATION

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

John N. Giordano, Esq.
Florida Bar No.: 0358762
Bush Ross, P.A.
1801 N. Highland Avenue, Tampa, FL 33602
Facsimile Audit No.: H1000018584 3

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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

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STATEMENT OF STATE PA
TAMPA, FLORIDA

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
INITIAL MANAGERS OF THE COMPANY

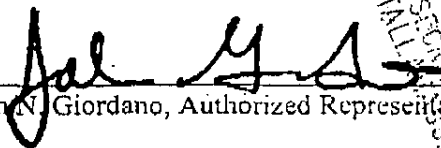
The name and address of the entity who shall serve as the initial Manager of the Company shall be Vermilion Dollar Lips, LLC, with a mailing address of 2202 N. Westshore Blvd., Suite 200, Tampa, Florida 33607.

ARTICLE VII
INDEMNIFICATION

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

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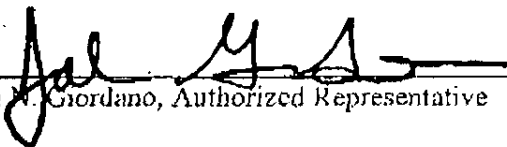
IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 27th day of January, 2010.


John N. Giordano, Authorized Representative

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

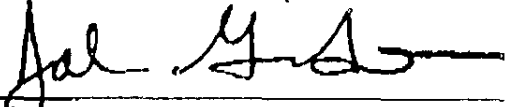
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, VDL SPA, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.


John N. Giordano, Authorized Representative

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By: 
John N. Giordano, Vice President