

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

L10000065016  
FILED 8:00 AM  
June 17, 2010  
Sec. Of State  
gmcleod

**Article I**

The name of the Limited Liability Company is:  
AREAS BROOKSTONE ATLANTA JV, LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:  
5301 BLUE LAGOON DRIVE  
SUITE 690  
MIAMI, FL. 33126

The mailing address of the Limited Liability Company is:  
C/O BROOKSTONE STORES, INC.  
ONE INNOVATION WAY  
MERRIMACK, NH. 03054

**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:  
CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL. 32301

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: DOREEN WALLACE

## **Article V**

The name and address of managing members/managers are:

Title: MGR  
EDUARDO URIBE  
5301 BLUE LAGOON DRIVE, SUITE 690  
MIAMI, FL. 33126

Title: MGR  
DAVID FLAHERTY  
5301 BLUE LAGOON DRIVE, SUITE 690  
MIAMI, FL. 33126

Title: MGR  
THOMAS MOYNIHAN  
BROOKSTONE STORES INC, ONE INNOVATION WAY  
MERRIMACK, NH. 03054

Signature of member or an authorized representative of a member

Signature: THOMAS MOYNIHAN, MANAGER

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