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CONTACT: Kim Weidenbach

DATE: 09/02/10

REF. #: 000204.131235

CORP. NAME: CARSMETICS OF MASSACHUSETTS, LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 536451 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

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Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
CARSMETICS OF MASSACHUSETTS, LLC**

FILED  
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DIVISION OF CORPORATIONS  
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The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the limited liability company shall be:

CARSMETICS OF MASSACHUSETTS, LLC

**ARTICLE II  
PERIOD OF DURATION**

The period of duration of the limited liability company shall be perpetual.

**ARTICLE III  
PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV  
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address of the principal office in Florida for the limited liability company is 16205 Sonsoles De Avila, Tampa, Florida 33613.

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 2907 Bay to Bay Boulevard, Suite 201, Tampa, FL 33629, and the name of its initial registered agent is Thomas P. McNamara. The limited liability company may

change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

## **ARTICLE VI MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of Managers of this limited liability company shall consist of a number of persons elected in the manner prescribed in the Operating Agreement of the limited liability company. The initial Board of Managers shall consist of one person. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed as provided in the Operating Agreement of the limited liability company. The name and current address of the manager who is to serve as the initial manager until the first annual meeting of members and until his successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Paul E. Avery	16205 Sonsoles De Avila Tampa, FL 33613

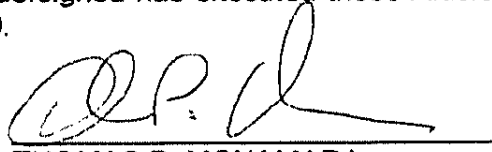
## **ARTICLE VII RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the limited liability company upon approval by the Board of Managers. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement of the limited liability company.

## **ARTICLE VIII ACKNOWLEDGMENT**

The undersigned, being an authorized representative of a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of CARSMETICS OF MASSACHUSETTS, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Operating Agreement of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 2 day of September, 2010.

  
THOMAS P. MCNAMARA

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of CARSMETICS OF MASSACHUSETTS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 2 day of September, 2010.

  
THOMAS P. McNAMARA

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