

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

L10000106316
FILED 8:00 AM
October 08, 2010
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:
BEDFELLOWS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
1495 MARKET STREET
TALLAHASSEE, FL. US 32312

The mailing address of the Limited Liability Company is:
3070 HAWKS GLEN
TALLAHASSEE, FL. US 32312

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:
ALLEN W THOMAS III
1807 SAGEWAY DRIVE
TALLAHASSEE, FL. 32303

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: THOMAS W. ALLEN, III

Article V

The name and address of managing members/managers are:

Title: MGRM
GINA S PROCTOR
3070 HAWKS GLEN
TALLAHASSEE, FL. 32303 US

Title: MGRM
LESLIE F ALLEN
1807 SAGEWAY DRIVE
TALLAHASSEE, FL. 32303 US

Article VI

The effective date for this Limited Liability Company shall be:

01/03/2011

Signature of member or an authorized representative of a member

Signature: GINA S. PROCTOR

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Bedfellows, Inc.
3425 Thomasville Road
Tallahassee, FL 32309
(850) 893-1713

October 11, 2010

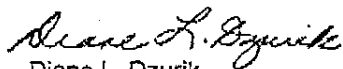
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

To whom it may concern:

Bedfellows, Inc. has recently entered into an Asset Purchase Agreement with Gina S. Proctor to sell substantially all of its business assets. After closing she will continue to operate the store known as Bedfellows. A part of the pending transaction involves her forming a new entity to operate the business.

It has come to our attention that she recently tried to form a limited liability company with the State of Florida to be known as "Bedfellows, LLC" but that it was not filed due to the similarity in name to Bedfellows, Inc. Our understanding is that she would be allowed to form a limited liability company with a similar name to ours if our consent is on file with your department. Under the circumstances, we are amenable to her using the "Bedfellows" name for her entity. Please consider this letter to be our express consent for Gina S. Proctor to form an entity known as "Bedfellows, LLC".

Sincerely,


Diane L. Dzurik
President
Bedfellows, Inc.