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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
A SIMPLY UNFORGETTABLE PARTY SHOP WEST GAINESVILLE

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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
A SIMPLY UNFORGETTABLE PARTY SHOP WEST GAINESVILLE**

The undersigned hereby executes and acknowledges these Amended and Restated Articles of Organization for the purpose of amending the Articles of Organization electronically filed with the Florida Department of State on January 28, 2011 in accordance with the laws of the State of Florida. These Amended and Restated Articles of Organization shall apply nunc pro tunc to the date of filing.

**ARTICLE I
NAME (amended)**

The name of this company shall be changed to:

A SIMPLY UNFORGETTABLE PARTY SHOP WEST GAINESVILLE, LLC

**ARTICLE II
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization were originally filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III
BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this company, or the objects or purposes of this company, shall be to have and exercise all powers conferred by the laws of Florida upon limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 3601 East Silver Springs Boulevard, Ocala, Florida 34470.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 4 S.E. Broadway, Ocala, Florida 34471, and the initial registered agent of this company at such office shall be Jose H. Cortes, Jr., Esquire.

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ARTICLE VI **MEMBERS**

The initial Members of this limited liability company, whose names and addresses, and Membership Units and Sharing Ratios in the company, are as follows:

| <u>Names of Members</u> | <u>Address</u> | <u>No. of Units</u> | <u>Sharing Ratio</u> |
|-------------------------|---|---------------------|----------------------|
| 2K Enterprises, Inc. | 3601 East Silver Springs Blvd. Ocala, FL 34470 | 1 | 100% |

ARTICLE VII **MANAGEMENT (Amended)**

The business and affairs of the Company shall be conducted by one (1) Manager (the "Manager") and all management of the Company shall be vested in the Manager. The Manager shall have the power and authority to do all things necessary or convenient to carry out the business and affairs of the Company. This power and authority may be limited as set forth in the Operating Agreement, if any. The Initial Manager shall be Kathleen A. Dalton.

ARTICLE VIII **OPERATING AGREEMENT**

The power to adopt the operating agreement for this company, to alter, amend, or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or the United States.

ARTICLE IX **AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended at any time by a majority of the members of this company.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member of this company has executed these Amended and Restated Articles of Organization this 7th day of February, 2011.

2K ENTERPRISES, INC.

By: Kathleen A. Dalton
Kathleen A. Dalton, President

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