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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

AUG 19 2011

**ARTICLES OF ORGANIZATION
OF
JEWELRY BY SANDERS & FRANKLIN, LLC**

THE UNDERSIGNED, as the initial members of JEWELRY BY SANDERS & FRANKLIN, LLC, a Florida limited liability corporation formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I
COMPANY NAME**

The name of this Company is: JEWELRY BY SANDERS & FRANKLIN, LLC.

**ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III
MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

2301 NE 6th Avenue #202
Wilton Manors, FL 33305

**ARTICLE IV
STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

2301 NE 6th Avenue #202
Wilton Manors, FL 33305

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ARTICLE V
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

DEAN J. TRANTALIS, ESQ.
2255 Wilton Dr.
Wilton Manors, FL 33305

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating agreement and such other documents, statutes, rules, regulations, or guidelines as the managers from time to time determine in their sole discretion.

ARTICLE VII
RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the company, upon the affirmation vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII
DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership

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of a member in the Company, the Company shall remain in existence unless dissolved by the remaining members of the Company, at a duly called meeting for such purpose.

ARTICLE IX **MANAGERS**

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

Initial Manager/Member: F. SHANE SANDERS
2301 NE 6th Avenue #202
Wilton Manors, FL 33305

Initial Manager/Member: JUAN RIVERA
2301 NE 6th Avenue #102
Wilton Manors, FL 33305

Initial Manager/Member: ACE A. KARGE
2312 Cypress Bend Dr. S. #406
Pompano Beach, FL 33069

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ARTICLE X **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

ARTICLE XI **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend, or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

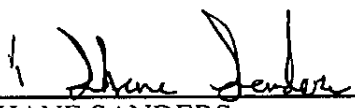
ARTICLE XII **AMENDMENT OF OPERATING AGREEMENT**

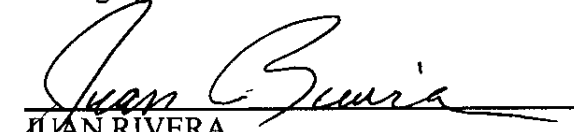
Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly

called at which a quorum exists or by written consent of a majority of the managers of the Company; provided however any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned as the initial members of the Company have executed the foregoing Articles of Organization as of this 15th day of August 2011.

INITIAL MEMBER:


F. SHANE SANDERS
Managing Member


JUAN RIVERA
Managing Member


ACE A. KARGE
Managing Member

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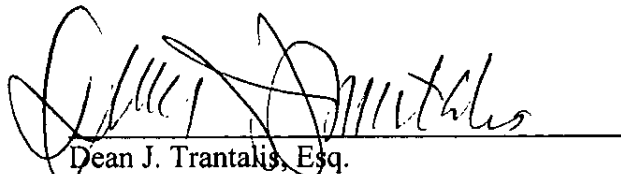
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.607 of the Florida

Limited Liability Company Act:

Having been appointed as registered agent of JEWELRY BY SANDERS & FRANKLIN, LLC, a Florida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts the obligations of such position.

Dated this 15 day of August, 2011.


Dean J. Trantalis, Esq.
2255 Wilton Dr.
Wilton Manors, FL 33305

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