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TALLAHASSEE, FLORIDA

D. BRUCE

MAR 22 2012

EXAMINER

Law Office of Jeffrey P. Snelling
2201 Ringling Blvd.
Suite 201
Sarasota, FL 34237
Ph: (941) 362-9560
Fax: (941) 362-9460
e-mail: jeffreysnelling@yahoo.com

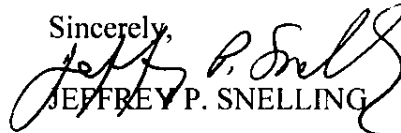
March 19, 2012

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization for Sarasota Finest Consignment, LLC and Filing Fee of \$125.00 and \$5.00 for Return of Certificate of Registration.

Dear Division of Corporations,,

Please find enclosed an original and one copy of the Articles of Organization for Sarasota Finest Consignment, LLC and the filing fee for same in the amount of \$130.00, which includes \$5.00 for the return of a Certificate of Registration to us. Thanking you in advance for your assistance.

Sincerely,

JEFFREY P. SNELLING

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**ARTICLES OF ORGANIZATION FOR
SRQ FINEST CONSIGNMENT, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is SRQ FINEST CONSIGNMENT, LLC (the "Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company

4549 Mariotti Court
Suite 104
Sarasota, Florida 34233

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida, including but not limited to the conduct of a consignment sale business.

ARTICLE IV – DURATION AND EXISENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V – CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last member.

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ARTICLE VI - MANAGERS

- (a) The limited liability company is to be managed by its members voting in proportion to their capital interests.
- (b) The names and addresses of the managing members are:

PATRICIA MARTIN
3901 Bahia Vista Street
#528
Sarasota, Florida 34232

CASEY MARTIN
3424 Spainwood Drive
Sarasota, Florida 34232

ARTICLE VII - MEMBERSHIP

Membership shall be determined by a vote of the then members.

ARTICLE VIII - MANAGEMENT

The management of the limited liability company shall be vested in its members in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE IX - DUTIES

(A) A manager or managing member shall discharge his or her duties as manager or managing member, including duties as a member of a committee:

- (1) In good faith.
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner he or she reasonably believes to be in the best interests of the limited liability company.

(B) Information In discharging his or her duties, a manager or managing member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

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- (1) One or more members or employees of the limited liability company whom the manager or managing member reasonably believes to be reliable and competent in the matters presented.
- (2) Legal counsel, public accountants, or other persons as to matters the manager or managing member reasonably believes are within such persons professional or expert competence; or
- (3) A committee of managers or managing members of which he or she is not a member, if the manager or managing member reasonably believes the committee merits confidence.

(C) Information Relevant to Managers Duties. In discharging his or her duties, a manager or managing member may consider such factors as he or she deems relevant, including the long-term prospects and interest of the limited liability company and its members, and the social, economic, legal, or other effects of any action on the employees, suppliers, customers of the limited liability company, the communities and society in which the limited liability company operates, and the economy of the state and nation.

(D) Good Faith. A manager or managing member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (B) unwarranted.

(E) Liability A manager or managing member is not liable for any action taken as a manager or managing member, or any failure to take any action, if he or she performed the duties of his or her position in compliance with this section.

ARTICLE X - SHARING OF PROFITS AND LOSSES

The profits and losses of the limited liability company shall be allocated among the members on the basis of each member's relative capital account.

ARTICLE XI - VOTING

Unless otherwise provided in the regulations:

- (1) All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company; and
- (2) Each member's vote shall be weighted in proportion to the member's relative capital account; however, if the capital account of each member is negative or zero, each member shall have one vote.

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ARTICLE XII- ADMISSION OF ADDITIONAL MEMBERS

Except as otherwise provided in the regulations, no person may be admitted as a member unless each member consents in writing to the admission of the additional members.

ARTICLE XIII- REGISTERED OFFICE AND AGENT

The Company hereby designates 5304 4th Avenue Circle East, Bradenton, Florida 34208 as the street address of the Company's registered office, and names Axiom, CPA, P.A. as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE XIV- INDEMNIFICATION

(A) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a member, director, manager, or officer of the Company or its' subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a member, director, manager, or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as a member, officer, manager, or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(B) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers in this paragraph (B) shall create no rights in the person eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

IN WITNESS THEREOF, the undersigned has hereunto set his or her hand
day of March, 2012.

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SRQ FINEST CONSIGNMENT, LLC

By: Patricia Martin
Member

By: Corey Martin
Member

STATEMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent, agrees to accept service of process at the place designated in these Articles of Organization and to comply with the provisions of Chapter 608 Florida Statutes, and hereby certifies that he/she is familiar with and accepts the obligations of that position.

By: [Signature]
Authorized Representative of AXION, CPA, P.A.
5304 4th Avenue Circle East Axiom
Bradenton, Florida 34208

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