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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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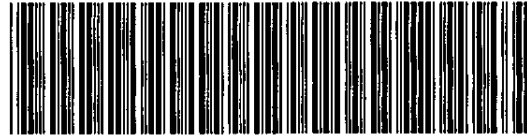
(Business Entity Name)

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TALLAHASSEE, FLORIDA

|| HARPER MEYER ||

Attorneys at Law

PATRICIA HERNANDEZ-O'CONNOR
pmoconnor@harpermeyer.com
Tel: 305.577.3443

February 28, 2014

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

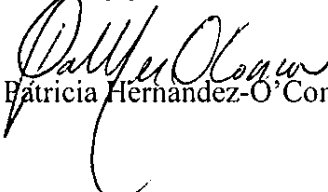
Re: Fashion Tots LLC's Articles of Organization

Dear Sir/Madam:

Attached please find the Articles of Organization of Fashion Tots LLC, along with the applicable fee.

Please contact me with any questions or concerns.

Sincerely yours,


Patricia Hernandez-O'Connor

PMHO/ig
cc: Fashion Tots LLC

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14 MAR -3 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FASHION TOTS LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to 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 FASHION TOTS LLC (the "Company").

ARTICLE II

PRINCIPAL BUSINESS ADDRESS

The principal business address of the Company is:

c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE III

MAILING ADDRESS

The mailing address of the Company is:

c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE IV

REGISTERED AGENT AND OFFICE

The Company designates 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this state.

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TALLAHASSEE, FLORIDA

ARTICLE V

DURATION AND TERMINATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

ARTICLE VI

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable.

ARTICLE VII

MANAGERS

The name and address of the initial Manager of the Company are:

Gabriela Aparicio
c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE VIII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IX

ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the unanimous written consent of the then existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X

OPERATING AGREEMENT

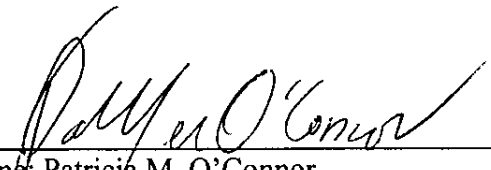
The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE XI

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27th day of February, 2014.



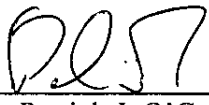
Name: Patricia M. O'Connor
Title: Duly Authorized Representative of a
Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for FASHION TOTS LLC 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 acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 27th day of February, 2014.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Patrick J. O'Connor
Title: Vice President

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14 MAR -3 AM 8:09
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TALLAHASSEE, FLORIDA