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1.

Freddy's Palace of Comics & Games, LLC
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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**SPECIAL
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ARTICLES OF ORGANIZATION

OF

FREDDY'S PALACE OF COMICS & GAMES, LLC
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 605, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Organization of this Florida limited liability company:

ARTICLE I - NAME

The name of this Company shall be:

Freddy's Palace of Comics & Games, LLC

(hereinafter referred to as the "Company")

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Company is:

4134 Great Falls Loop
Middleburg, Florida 32068

The initial mailing address of the Company is:

5000-18 US Highway 17
Unit 147
Fleming Island, Florida 32003

ARTICLE III - DURATION

The Company is to commence its existence on the date of filing of these Articles by the Secretary of the State of Florida. This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This limited liability company is organized for the following purposes:

- (a) **Online marketing and sale of collectibles and games;** and
- (b) Pursuant to Section **605.0108**, Florida Statutes, The transaction of any and all other lawful business for which limited liability companies may be organized, including but not limited to those powers enumerated in Section **605.0109**, Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE V - MANAGEMENT

This Company will be a **Manager-managed** Company and will be managed by one (1) Manager initially. The number of Managers may be increased or decreased by the Members from time to time, but shall never be less than one (1). Any and all powers and duties conferred or imposed upon the Manager(s), in addition to those contained in Chapter **605**, Florida Statutes, as amended, shall be pursuant to the provisions of the Operating Agreement

of the Company or pursuant to a duly adopted resolution of the Members. The name and address of the initial Manager is:

Manager: Chad M. Frederick
5000-18 US Highway 17
Unit 147
Fleming Island, Florida 32003

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Company is:

Chad M. Frederick
4134 Great Falls Loop
Middleburg, Florida 32068

ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

ARTICLE VIII - AMENDMENT

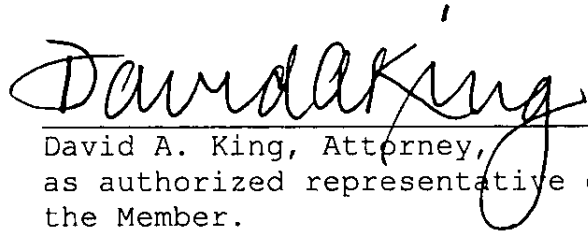
The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the person, authorized by the Member, who is signing these Articles of Organization is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization, this 13th day of September, 2016.


David A. King, Attorney,
as authorized representative of
the Member.

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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY

Pursuant to Section 605.0113, Florida Statute, the
following is submitted:

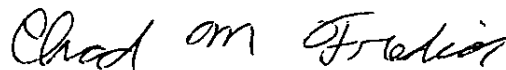
Freddy's Palace of Comics & Games, LLC

desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of
Organization, has named as its Registered Agent to accept
service of process within this State:

Chad M. Frederick
4134 Great Falls Loop
Middleburg, Florida 32068

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated limited liability company, at the
place designated in this Certificate, I hereby acknowledge that
I am familiar with said laws of the State of Florida, and I
hereby agree to act in this capacity, and I agree to comply with
the provisions of said laws.


Chad M. Frederick