

L94000000349

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

W. Sullivan APR 16 2008

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

*G. Thomas Smith
Board Certified
Real Estate Attorney*

April 9, 2008

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

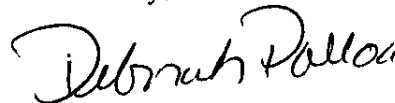
RE: Flourishes, L.C.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Amendment to Articles of Organization relative to the above. Also enclosed is a check in the amount of \$25.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,



Deborah Pollock
Legal Assistant

dmp

Enclosures

AMENDMENT TO ARTICLES OF ORGANIZATION
OF
FLOURISHES, L.C.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of amending the Articles of Organization of the company, which was originally filed July 25, 1994 and amended November 27, 2000 and assigned Document No. L94000000349, do hereby adopt the following Amendment:

ARTICLE II-ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 4140 Lyric Lane, Pensacola, Florida 32514, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the managers.

ARTICLE IV-PURPOSE

The general purpose for which the Company is organized is to create imagery for stampers and other craft uses, to sell paper, ribbon, embellishments, tools and other items for stampers and other crafters. Sales will be at wholesale and retail. The Company shall create and produce stamps and other items and materials as well as other legitimate craft business items. In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V-MANAGEMENT

The business of the Company shall be managed by the following managers and

this may only be modified or altered by amendment of these Articles. In the event either of the two managing members below shall die, the survivor shall continue as the sole managing member.

Janet P. Caruso
4140 Lyric Lane
Pensacola, Florida 32514

Michael L. Caruso
4140 Lyric Lane
Pensacola, Florida 32514

ARTICLES VII-POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the managers and/or manager of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the managers and/or manager of the Company.

ARTICLE VIII-REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the managers and/or manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the managers and/or manager may be repealed or altered, new regulations may be adopted by the managers and/or manager, and the managers and/or manager may prescribe in any regulations made by them, that such regulation may not be altered, amended or repealed by the members.

ARTICLE IX-AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

DATE OF ADOPTION

March 31, 2008.

APPROVAL

This amendment has been approved by all members.

IN WITNESS WHEREOF, the undersigned has signed this Amendment to the Articles of Organization on the ____ day of April, 2008.



Janet P. Caruso, Managing Member



Michael L. Caruso, Managing Member

REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608, Florida Statutes, the undersigned limited liability company amends the registered agent and registered office in the State of Florida, as follows:

Janet P. Caruso
4140 Lyric Lane
Pensacola, Florida 32514

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect the change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



Signature of New Registered Agent

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