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FORT MYERS FLORIDA 33902 0720

May 16, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
5-16-97

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-05/19/97--01208--001
****285.00 ****285.00

Re: S. Chapell Needlepoint -- Miami, L.C.

Ladies and Gentlemen:

Enclosed are the original and one copy of Articles of Organization of S. Chapell Needlepoint -- Miami, L.C. Please file the Articles with an effective date of May 16, 1997, and return a noncertified copy to me. Also enclosed is a check for \$285.00 in payment of the fees for filing and for designation of the registered agent.

Thank you for your attention to this matter.

Very truly yours,

V. S. Sapp

Vincent D. Sapp

VDS:ffw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 1:09

D. BROWN MAY 21 1997

ARTICLES OF ORGANIZATION
OF
S. CHAPELL NEEDLEPOINT -- MIAMI, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of the limited liability company shall be S. CHAPELL NEEDLEPOINT -- MIAMI, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 10241 Metro Parkway, Suite 112, Fort Myers, Florida 33912.

ARTICLE III - DURATION

The company shall commence its existence effective on May 16, 1997. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Sonia Chapell, 10241 Metro Parkway, Suite 112, Fort Myers, Florida 33912.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company if all of the nontransferring members assent to the transfer, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

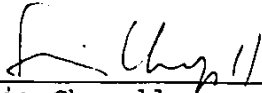
The company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event

that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII - MANAGEMENT

The company shall be managed by a manager or managers in accordance with regulations adopted (and as amended from time to time) by the manager or managers for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Sonia Chapell, 10241 Metro Parkway, Suite 112, Fort Myers, Florida 33912.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Fort Myers, Florida, on this 16th day of May, 1997.


Sonia Chapell
Organizer and Member

97 MAY 19 PM 1:10
SECRET
FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of S. CHAPPELL NEEDLEPOINT -- MIAMI, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$20,000.00.
3. The agreed value of property other than cash contributed by members is \$80,000.00, consisting of inventory, furniture, and fixtures, leasehold improvements, and goodwill associated with the nonexclusive use of the names "S. Chapell" and "S. Chapell Needlepoint."

4. The total amount of cash or property anticipated to be contributed by members is \$100,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: May 16 / 97

Sonia Chapell
Sonia Chapell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 1:10

STATE OF FLORIDA
COUNTY OF LEE

Sworn to (or affirmed) and subscribed before me this 16th day of May, 1997, by SONIA CHAPELL, who is personally known to me.

[Signature]
Notary Public - State of Florida
Name:
Seal:



FREND A. F. WARD
My Comm Exp. 10/28/99
Bonded By Service Ins
No. CC476795
☒ Personally Known ☐ Other I.D.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of S. CHAPELL NEEDLEPOINT -- MIAMI, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Sonia Chapell
Sonia Chapell
Registered Agent