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May 27, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700002893267--4
-06/02/99--01099--002
****285.00 ****285.00

Re: **Articles of Organization for THE KNOB SHOP ... AND MORE, LLC**

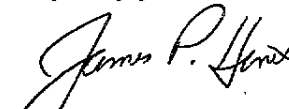
Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Organization for, **THE KNOB SHOP ... AND MORE, LLC**. Please file the original Articles, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

Filing fee	\$250.00
Registered Agent Fee	<u>35.00</u>
	\$285.00

Thank you for your assistance.

Very truly yours,


James P. Hines

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JPH:cn
Enclosures
Check: \$285

cc: Audrey E. Hugo (w/ encls.)

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6-9-99

ARTICLES OF ORGANIZATION
OF
THE KNOB SHOP...AND MORE, LLC
(a limited liability company)

The undersigned, desiring to form a limited liability Company under, Florida Statutes 608.401 and 608.514, the Florida Limited Liability Company Act (the "Act"), do sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these Articles of Organization.

ARTICLE I
Name

The name of the Limited Liability Company (which is hereinafter referred to as the "Company") shall be: **THE KNOB SHOP...AND MORE, LLC** (a limited liability company).

ARTICLE II
Address

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

8471 56th Way N.
Pinellas Park, FL 33871

ARTICLE III

Period of Duration

The existence of the Company shall begin at 12:01 a.m., July 1, 1999, and thereafter, the existence of the Company shall be perpetual, unless dissolved according to law.

ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Company, and the purposes and powers of the Company, shall be as follows:

(a) To engage in the business of the retail sale of household decorative fixtures.

(b) Sue or be sued, or complain or defend, in its name.

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(c) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.

(d) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.

(e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

(f) Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by the Act within or without this state.

(h) Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(i) Make and amend its regulations, not inconsistent with its articles of organization or with the laws of this state, for the administration and regulation of the affairs of the Company.

(j) Make donations to the public welfare or for charitable, scientific, or educational purposes.

(k) Indemnify a member or manager or any other person as provided in the Act against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or she or it is made a party.

(l) Cease its activities and surrender its certificate of organization.

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(m) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

(n) Transact any lawful business that will aid governmental policy.

(o) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.

(p) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

(q) Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Company.

ARTICLE V

Management

The Company is to be managed by the Members and the names and addresses of the managing Members are:

Audrey E. Hugo
7560 92nd St. North
Seminole, FL 33777

Lisa R. Cummings
8471 56th Way N.
Pinellas Park, FL 33871

The authority and duties of the Members, as the case may be, including the President, the Vice-President (if any), the Secretary, and the Treasurer, shall be set forth in the Operating Agreement.

ARTICLE VI

Registered Office and Agent

The address of the initial registered office of the Company and its principal place of business in Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is James P. Hines.

ARTICLE VII

Admission of Additional Members

No person may be admitted as a Member unless each Member consents in writing to the admission of the additional Member.

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ARTICLE VIII

Continuation of Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of an event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company in writing within thirty (30) days from the date of such event. In the event that the remaining Members fail to elect to continue the business of the Company within such Thirty (30) day period, the Company shall be dissolved and liquidated in accordance with the provisions of the Act.

ARTICLE IX

Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Managers, the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Regulations and Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

ARTICLE X

Indemnification and Liability

The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Operating Agreement of the Company.

ARTICLE XI

Affidavit of Membership and Contributions

The undersigned Member certifies:

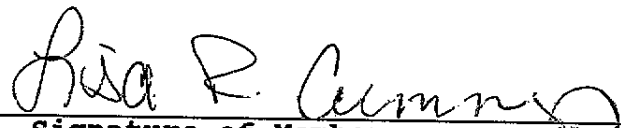
- (1) the above named limited liability company has at least one (1) Member;
- (2) the total amount of cash contributed by the Members is \$10,000

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- (3) if any, the agreed value of property other than cash contributed by Member(s) is \$ -0-
(A description of the property is attached and made a part hereto.); and
- (4) the total amount of cash and property contributed and anticipated to be contributed by Member(s) is \$10,000



Signature of Member or an authorized representative of a Member.



Signature of Member or an authorized representative of a Member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Audrey E. Hugo

Typed or printed name of signee,
Audrey E. Hugo

Lisa R. Cummings

Typed or printed name of signee,
Lisa R. Cummings

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: The Knob Shop...and More, LLC
2. The name and the Florida street address of the registered agent are:

James P. Hines
Name

315 South Hyde Park Avenue
Florida street address
(P.O. Box NOT ACCEPTABLE)

Tampa, Florida 33606
City, State and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

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