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280 WEST CANTON AVENUE, SUITE 410
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September 7, 1999

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

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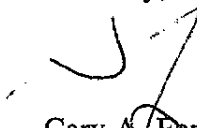
Re: Articles of Organization of United Flea Market, LLC
Our File No. 225-145

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization and Affidavit of Membership and Contributions of United Flea Market, LLC together with a check in the amount of \$337.50 payable to the Florida Department of State to cover filing fees.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,


Gary A. Forster

GAF/lih
Enclosures
cc: Frank L. Pohl, Esquire

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR UNITED FLEA MARKET, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is UNITED FLEA MARKET, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 5811 W. Irlo Bronson Hwy., Kissimmee, FL 34746.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its managing member, and the name and address of the managing member is:

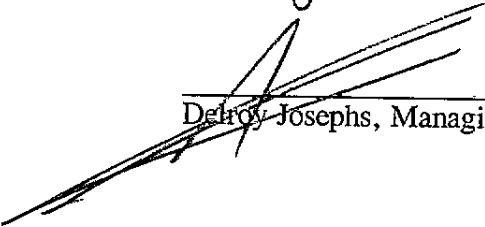
Delroy Josephs

5811 W. Irlo Bronson Hwy.
Kissimmee, FL 34746

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 280 West Canton Avenue, Suite 410, Winter Park, Florida 32789 and the initial Registered Agent at such address is Frank L. Pohl, Esquire.


IN WITNESS WHEREOF, the undersigned managing member of the members affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 30 day of August, 1999.


Delroy Josephs, Managing Member

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 30 day of August, 1999.



Frank L. Pohl, Registered Agent

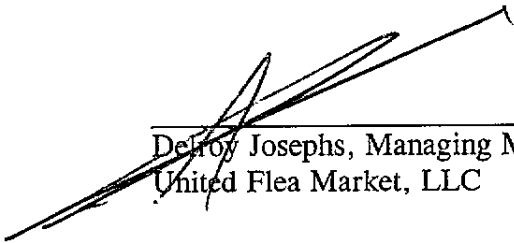
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR UNITED FLEA MARKET, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Delroy Josephs, as Managing Member of **UNITED FLEA MARKET, LLC**, deposes and says:

1. The above-named limited liability company has at least 1 member.
2. The total amount of cash contributed by the members(s) is \$1,000.00
3. If any, the agreed value of property other than cash contributed by Member(s) is \$-0-
4. The amount of cash or property anticipated to be contributed by Member(s) is \$-0-
5. The total amounts of 2, 3 and 4 is \$1,000.00

Under penalties of perjury, I, Delroy Josephs, declare that I have read the foregoing and know the contents thereof. In accordance with Section 608.408(3) Florida Statutes, my execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Delroy Josephs, Managing Member of
United Flea Market, LLC

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