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LIMITED LIABILITY COMPANY

JO ANNA'S IN THE GROVE, L.L.C.

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9/29

Certificate of Status	1
Certified Copy	1
Page Count	03
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**ARTICLES OF ORGANIZATION OF JO ANNA'S IN THE GROVE,
L.L.C., A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **JO ANNA'S IN THE GROVE, L.L.C.**

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 5860 S.W. 117TH Street, Coral Gables, Florida 33156.

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 a manager or managers and the name and address of such manager who is to serve as manager is:

Alan Lederman 5860 S.W. 117th Street, Coral Gables, Florida 33156

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in their Regulations.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in their Regulations.

ARTICLE VII — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **JO ANNA'S IN THE GROVE**, certifies:

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- | | | |
|----|---|----------|
| 1) | the above named limited liability company has at least one member; | |
| 2) | the total amount of cash contributed by the member(s) is | \$500.00 |
| 3) | if any, the agreed value of property other than cash contributed by member(s) is N/A | \$0 |
| 4) | the total amount of cash and property contributed and anticipated to be contributed by member(s) is | \$10,000 |

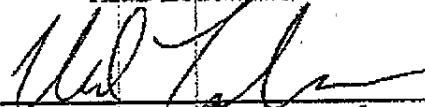
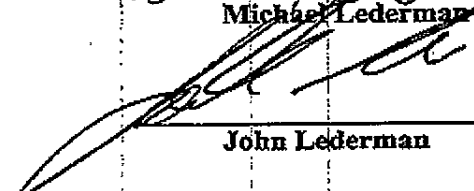
Article VIII: Regulations.

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

Article IX - Assignment of Interests

Members may transfer or assign their Membership interests or rights as provided in the Regulations.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 28 day of September, 1999.


Alan Lederman
Michael Lederman
John Lederman99 SEP 28 AM 8:46
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DADE COUNTY, FLORIDA

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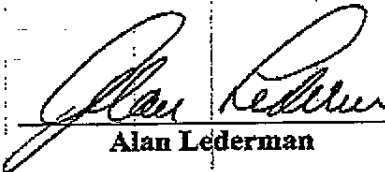
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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 AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **JO ANNA'S IN THE GROVE, L.L.C.**
2. The name and the Florida street address of the registered agent is: **Alan Lederman, 5860 S.W. 117th Street, Coral Gables, Florida 33156**

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.



Alan Lederman

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