

L9900000000448

LAW OFFICES

JACOBS & DEMBERT, P.A.

ONE SOUTH STREET, SUITE 1910
BALTIMORE, MARYLAND 21202-3201

(410) 727-4433

JAMES S. JACOBS
DAVID C. DEMBERT*
MARIA FRIGO FILARDI**

*ALSO ADMITTED IN PA

**ALSO ADMITTED IN MA

FACSIMILE
(410) 752-8105
E-MAIL
JDLaw@JDLaw.COM

September 30, 1999

VIA FEDERAL EXPRESS

200003004892--8

-10/04/99--01136--011

****125.00 ****125.00

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization of
Mindworks of Florida, LLC

Dear Sir/Madam:

Enclosed for filing please find Articles of Organization for Mindworks of Florida, LLC, along with a Designation of Registered Agent. Also enclosed is this firm's check payable to the Florida Department of State in the amount of \$125 for payment of the relevant filing fees.

Please process this as required and forward your acknowledgment and acceptance of the Articles of Organization to the undersigned. In addition, please note that the enclosed Articles specify that they shall be effective as of October 1, 1999, at 12:01 a.m. If you should have any questions, please do not hesitate to contact me at the telephone number above.

EFFECTIVE DATE

10-1-99

Sincerely,



Maria Frigo Filardi

MFF/rmc
Enclosure(s)

cc: James S. Jacobs, Esquire (w/o encl.)
Barbara Geller (w/o encl.)
Susan H. Stackhouse (w/o encl.)

FILED
99 OCT -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MINDWORKS OF FLORIDA, LLC

FIRST: The name of the limited liability company
(hereinafter referred to as the "Company") is

Mindworks of Florida, LLC

SECOND: The latest date on which the Company is to
dissolve is December 31, 2050.

THIRD: The purposes for which the Company is formed are:
(a) to engage in all aspects of the business of developing and
operating retail gift and novelty stores; (b) to carry on the
business described above and any other related or unrelated
business and activity in the State of Florida, in any state,
territory, district or dependency of the United States, or in any
foreign country; and (c) to do anything permitted under §608.404
of the Florida Limited Liability Company Act (the "Act"), as
amended from time to time.

FOURTH: The address of the principal office of the Company
in this State, which is also the mailing address of the Company,
is Tampa International Airport, Level 3, Marriott Hotel, Suite C-
19, Tampa, Florida 33607.

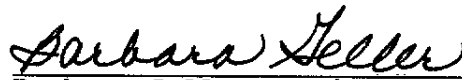
FIFTH: The name and address of the registered agent of
the Company are Susan H. Stackhouse, Tampa International Airport,
Level 3, Marriott Hotel, Suite C-19, Tampa, Florida 33607.

SIXTH: Additional members may be admitted to the Company
only upon the unanimous approval of the existing members. The
terms and conditions of the admission of additional members shall
be as determined by the unanimous approval of the existing
members.

SEVENTH: Upon the death, retirement, resignation,
expulsion, bankruptcy or dissolution of a member of the Company,
or upon the occurrence of any other event which terminates the
continued membership of a member in the Company, unless the
remaining members elect to dissolve the Company within ninety (90)
days, the remaining members shall have the right to continue the
business of the Company without taking any further action.

EIGHTH: The Company is to be managed by the members and a
ministerial Manager, who need not be a member. The name and
address of the Manager are: Susan H. Stackhouse, Tampa
International Airport, Level 3, Marriott Hotel, Suite C-19, Tampa,
Florida 33607.

IN WITNESS WHEREOF, I have signed these Articles of
Organization and acknowledged them to be my act this 20th day of
September, 1999, effective as of October 1, 1999, 12:01 a.m.


Barbara Geller, Member

FILED
99 OCT -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINDWORKS OF FLORIDA, LLC

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE
AND
STATEMENT OF ACCEPTANCE

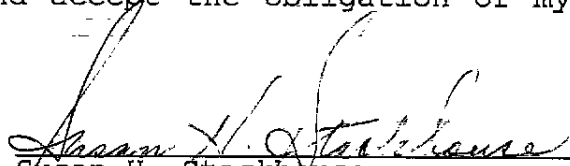
Designation

Pursuant to the provisions of §608.407 and §608.415 of the Florida Limited Liability Company Act, Mindworks of Florida, LLC (the "Company") designates the following as its registered agent and registered office in the State of Florida, said registered agent and registered office being the same as set forth in the Articles of Organization of the Company:

Susan H. Stackhouse, Tampa International Airport, Level 3,
Mariott Hotel, Suite C-19, Tampa, Florida 33607.

Acceptance

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 obligation of my position as registered agent.


Susan H. Stackhouse
REGISTERED AGENT

DATE: 9/30/99

FILED
99 OCT -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA