

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dunphy Clothiers, L.L.C.

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-11/22/99--01055--014

****125.00 ****125.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

✓ L.C. File Photo

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

99 NOV 30 AM 10:25

FILED

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 22 AM 9:54

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

CAPITAL CONNECTION, INC.

SUBJECT: DUNPHY CLOTHIERS, L.L.C.
Ref. Number: W99000026811

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99 NOV 30 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DUNPHY CLOTHIERS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00055786

Corrected

RECEIVED
99 NOV 30 AM 10:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
DUNPHY CLOTHIERS, L.L.C**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be DUNPHY CLOTHIERS, L.L.C. ("Company").

ARTICLE II - ADDRESS

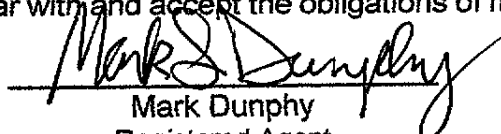
The mailing address and street address of the principal office of the company shall be 500 Trinity Lane, #2304, St. Petersburg, FL 33716.

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the Registered Agent are:

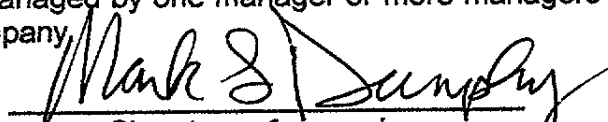
Mark Dunphy
500 Trinity Lane, #2304
St. Petersburg, Florida 33716

Having been named as a 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.


Mark Dunphy
Registered Agent

ARTICLE IV - MANAGEMENT

The company shall be managed by one manager or more managers and is, therefore, a manager - managed company.


Signature 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.)

Mark Dunphy
Typed or printed name of signer

FILED
9 NOV 30 AM 10:25
CLERK OF DISTRICT COURT
ST. PETERSBURG, FLORIDA

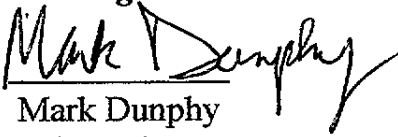
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 DUNPHY CLOTHIERS, L. L. C.
2. The name and the Florida street address of the registered agent are:

Mark Dunphy
500 Trinity Lane, #2304
St. Petersburg, Fl. 33716

Having been named as a 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.


Mark Dunphy
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA