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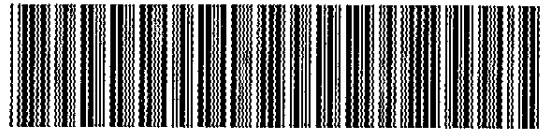
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TALLAHASSEE, FLORIDA

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**DOUGLAS R. FULTHORPE, CPA, P.A.**

627 31<sup>st</sup> Avenue, North  
St. Petersburg, FL 33704-2136

Tel: 727-403-3538  
Fax: 727-820-0110  
e-mail: dougf@IntNet.net

June 12, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: **Coffee Pot Homes, LLC**

Dear Sir:

Please file the enclosed Articles of Organization, Certificate of Organization and Acceptance of Registered Agent. I have enclosed \$160.00 to cover the cost of filing, the designation of registered agent fee and obtainment of a certified copy and a certificate of status.

Sincerely,



Douglas R. Fulthorpe, CPA

DRF/d  
Enc.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
COFFEE POT HOMES, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, does hereby adopt the following articles of organization:

**ARTICLE I: NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company is  
COFFEE POT HOMES, LLC.

**ARTICLE II: TERM OF EXISTENCE**

The limited liability company shall have a perpetual existence.

**ARTICLE III: GENERAL NATURE OF BUSINESS**

The general purposes for which the limited liability company is organized are:

1. To engage in the business of providing wholesale and retail sales and services to the general public.
2. To transact any other lawful business for which limited liability companies may be organized under the laws of the State of Florida.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

**ARTICLE IV: COMPANY HEADQUARTERS**

The principal office and mailing address of this limited liability company shall be: 625 13<sup>th</sup> Avenue NE, St. Petersburg, FL 33701

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TALLAHASSEE, FLORIDA

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**ARTICLE V: MANAGEMENT**

The limited liability company is to be managed by one or more managers and is a manager-managed company.

**ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the limited liability company shall be 625 13<sup>th</sup> Avenue NE, St. Petersburg, FL 33701 and the initial registered agent shall be Michelle I Payne, who upon acceptance of said designation agrees to comply with the provisions of Chapter 608, Florida Statutes, with respect to keeping an office open for service of process.

**ARTICLE VII: PREEMPTIVE RIGHTS**

Each member of the limited liability company shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, a pro rata portion of

1. Any membership interest that the limited liability company may issue or sell, whether or not exchangeable for any membership interest of the limited liability company of any class or classes, and whether or not of unissued membership interests, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
2. Any obligation that the limited liability company may issue or sell which is convertible into any membership interest of the limited liability company of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe or purchase from the limited liability company any membership interest of any class or classes.

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 STATE  
 TALLAHASSEE FLORIDA

**FILED**

**CERTIFICATE OF ORGANIZATION**

STATE OF FLORIDA        )  
  )  
  )            ss.  
COUNTY OF PINELLAS    )

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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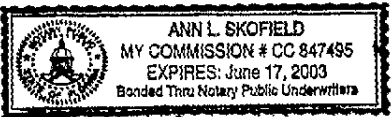
I hereby acknowledge the foregoing Articles of Organization of Coffee Pot Homes, LLC.

*Michelle I Payne*  
Michelle I Payne  
Organizing Member

The foregoing Articles of Organization of Coffee Pot Homes, LLC where acknowledged before me, this 12<sup>th</sup> day of June 2003, by Michelle I Payne, as Organizing Member, who is personally known or whom I identified by a drivers license issued by the Florida Department of Highway Safety and Motor Vehicles.

*Ann L Skofield*  
Notary Public

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

STATE OF FLORIDA       )  
  )  
  )                    ss.  
COUNTY OF PINELLAS   )

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TALLAHASSEE, FLORIDA

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Having been named 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 as provided for in Chapter 608, Florida Statutes, this 12<sup>th</sup> day of June 2003.

Michelle I Payne  
Michelle I Payne  
Registered Agent

Acknowledged before me, this 12<sup>th</sup> day of June 2003, by Michelle I Payne, who is personally known or whom I identified by a drivers license issued by the Florida Department of Highway Safety and Motor Vehicles.

Ann L Skofield  
Notary Public

My Commission Expires:

