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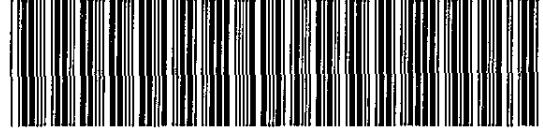
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 173526 7292227

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 125.00

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ORDER DATE : July 17, 2003

ORDER TIME : 9:35 AM

ORDER NO. : 173526-005

CUSTOMER NO: 7292227

CUSTOMER: Ms. Lauren Barker
Barker & Barker, P.a.

4244 St. Johns Avenue

Jacksonville, FL 32210

DOMESTIC FILING

NAME: BROWNIE PROPERTIES, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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SO CORP SERVICES CO

BARKER AND BARKER PA

NO 4029

P. 2
PAGE 02

FROM : SHERBERG

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P. 2

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**ARTICLES OF ORGANIZATION OF
BROWNIE PROPERTIES, LLC
A LIMITED LIABILITY COMPANY**

The Undersigned hereby certify that we have associated ourselves together for the purpose of organizing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the authority for the conduct of business of such Company.

ARTICLE I. - NAME

The name of the limited liability company shall be BROWNIE PROPERTIES, LLC (the "Company"), and its principal place of business shall be 840 Sea Turtle Way, Plantation, Broward County, Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

ARTICLE II. - PURPOSES AND POWERS

This Company is organized to engage in any activity or business in which a limited liability company may engage under the Florida statutes, including, but not by any way of limitation purchasing and selling and leasing real property

ARTICLE III. - CAPITAL CONTRIBUTIONS AND COMMITMENTS

The Company has at least two (2) members, initially. Initial capital contributions have been paid in cash to the limited liability company by the initial two (2) Members, as follows:

	<u>Contribution</u>	<u>Commitment</u>
Holly Sherberg	\$50.00	\$50.00
Larry Sherberg	\$50.00	\$50.00

Additional contributions will be made as required, as determined by the unanimous consent of the Members.

ARTICLE IV. - LIMITED LIABILITY COMPANY POWERS

All of the Company's powers shall be exercised by or under the authority of, and the business and the affairs of the Company shall be managed under the direction of its Members. This Article may be amended from time to time in the

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BARKER AND BARKER PA

NO. 4029

P. 3

PAGE 03

FROM : SHERBERG

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Operating Agreement of the Company by a unanimous vote of the Members of the limited liability company.

ARTICLE V. - DURATION

The Company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the Members.

ARTICLE VI. - PRINCIPAL PLACE OF BUSINESS

The principal office of the Company shall be located at 640 Sea Turtle Way, Plantation, Florida 33324.

ARTICLE VII. - MANAGEMENT

Management of the Company is reserved to its Members in accordance with applicable law and the Operating Agreement of the Company, as may from time to time be amended. This Company is to be managed by one or more managers, and is, therefore, a manager-managed company. The names of the managing members are:

HOLLIS SHERBERG

LARRY SHERBERG

ARTICLE VIII. - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 4244 St. Johns Avenue, Jacksonville, Florida 32210, and the name of its initial registered agent at such address is Lauren F. Barker.

ARTICLE IX. - RESTRICTIONS ON MEMBERSHIP

New Members may be admitted by unanimous consent of the Members. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred except with written consent of all Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members

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shall have the right to continue the business upon unanimous consent of such remaining Members.

The undersigned, being the initial two (2) Members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of BROWNIE PROPERTIES, LLC.

Executed by the undersigned on the 12 day of July, 2003.

Signed in the presence of:

[Signature]
WITNESS
Print Name: [Signature]

By: [Signature]
LARRY SHERBERG

[Signature]
WITNESS
Print Name: Mike Sprouse

[Signature]
WITNESS
Print Name: Tim Weston

By: [Signature]
HOLLIS SHERBERG

[Signature]
WITNESS
Print Name: Mike Sprouse

JUL 17 2003 5:21PM

98 CORP SERVICES CO

NO 4029 P. 5
BARKER AND BARKER PA PAGE 05

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**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:

That BROWNIE PROPERTIES, LLC, a limited liability company duly organized and existing under the laws of the State of Florida, with its registered office being at 4244 St. Johns Avenue, County of Duval, State of Florida, 32210, has named Lauren F. Barker as its registered agent at such office to accept service of process within this state.

Members

7/17/03
Date

[Signature]
Print Name: Holly Sherberg

07/17/03
Date

[Signature]
Print Name: [Signature]

ACCEPTANCE

Having been named as the Registered Agent of the above-stated limited liability company at the place designated in this certificate, I am familiar with and accept the obligations of that position, including but not limited to the obligation to accept service of process, keeping open said registered office and all other provisions of the Florida Statutes relative to maintenance of the Registered office and as a Registered Agent.

7/15/03
Date

By: [Signature]
LAUREN F. BARKER