

L04000035931

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Ocala, FL 34483



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 12 2004

The Law Office of Leslie Quinn, P.A.

Leslie Quinn **Licensed in Texas and Florida

Via U. S. Mail.

April 28, 2004

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

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TALLAHASSEE, FLORIDA

RE: Filing of Articles of Organization and Registered Agent Designation and
Acceptance for "AV Shop, LLC".

Dear Representative:

On behalf of my client, I have enclosed an original and one copy of the above documents to be filed for establishing the new limited liability company named "AV Shop, LLC." The entity shall exist and the Articles shall be effective as of the date of filing. The following fees are hereby being paid:

Filing Fee	\$100.00
Registered Agent Fee	\$ 25.00
Total Fee	<u>\$125.00</u>

A check in the amount of \$125.00 has been made payable to the Department of State and is enclosed.

Should you have any questions, please do not hesitate to contact my office.
Thank you for your assistance.

Sincerely,


Leslie Quinn

Encls.

ARTICLES OF ORGANIZATION

OF

AV Shop, L.L.C.

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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 the AV Shop, L.L.C.

ARTICLE II -- ADDRESS

The mailing address of the principal office is P.O. Box 830501, Ocala, FL 34483 and the street address of the principal office of the limited liability company is 4221 S.E. 53rd Ave., Suite D, Ocala, FL 34480.

ARTICLE III - PURPOSE

The limited liability company is purposefully organized to operate for any and all lawful purposes.

ARTICLE IV-DURATION

The limited liability company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in Operating Agreement.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered agent of the limited liability company in the State of Florida is: Gary Almgren, of 4221 S.E. 53rd Ave., Suite D, Ocala, FL 34480.

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ARTICLE VI -- INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the consent of the members having two-thirds of the capital interests of the company entitled to vote or as otherwise provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the written consent of the members having two-thirds of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. A member may also transfer his or her interest in the company only with the written consent of the members having two-thirds of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. Except as otherwise set forth in the Operating Agreement and/or Bylaws of the company, the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless members having two-thirds of the capital interests of the company entitled to vote approve of such participation and allow the transferee to become a member. Such approval must be provided in writing.

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ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless otherwise stated in the Operating Agreement or Bylaws, and only by a majority vote of the remaining members.

ARTICLE VIV -- MANAGEMENT

The limited liability company shall be initially managed by Gary Almgren and shall continue to be managed by Gary Almgren unless otherwise mandated in accordance with the Operating Agreement and/or Bylaws adopted by the members for the management of the business and affairs of the company. The Operating Agreement and Bylaws may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The address of the initial manager, Gary Almgren is 4221 S.E. 53rd. Ave, Suite D, Ocala, FL 34480.

ARTICLE X-AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, OR BYLAWS

Except as set forth in the Operating Agreement and Bylaws, no amendment, modification or repeal of the Articles of Organization, Operating Agreement or Bylaws may be made without the written consent of the members having two-thirds of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by the those members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at 1 NE 15th Ave Suite 201, on this the 28th day of April, 2004.

Mary Almgren

(name, typed or printed)

Witness

MARY Almgren

Gary Almgren

Gary Almgren

4221 S.E. 53rd. Ave., Suite

Ocala, FL 34480, Member

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TALLAHASSEE, FLORIDA

Lester Quinn

(name, typed or printed)

Witness

Lester Quinn

STATE OF FLORIDA

COUNTY OF MARION

Sworn to and subscribed before me on this the 28th day of April, 2004, Gary Almgren who ...is personally known to me/produced identification..... Type of identification produced: Florida Drivers Licenses and or A452-281-54-095-0

Lester Quinn

CC # 994762 Exp. 1/22/05

Notary Public -- State of Florida

(Seal)

Lester Quinn



Lester Quinn
MY COMMISSION # CC994762 EXPIRES
January 22, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
(name, typed or printed)
Witness Gary Almgren

[Signature]
Mary Almgren
4221 S.E. 53rd. Ave., S
Ocala, FL 34480, Member

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TALLAHASSEE, FLORIDA

[Signature]
(name, typed or printed)
Witness Leslie Quinn

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me on this the 28th day of April, 2004, Mary Almgren who ...is personally known to me/produced identification..... Type of identification produced: Florida Drivers Licenses and or FDL A452-SF1-53-720-0

[Signature]
cc #99468 Exp. 1/22/05
Notary Public -- State of Florida
(Seal) Leslie Quinn



Leslie Quinn
MY COMMISSION # CC994768 EXPIRES
January 22, 2005
BONDED THRU TROYTAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

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In compliance with Sections 48.091 and 608.415,
Florida Statutes, the following is submitted:

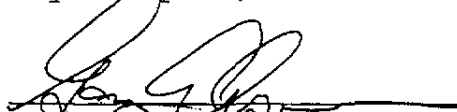
FIRST that the AV Shop, L.L.C., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 4221 S.E. 53rd Ave., Ocala,
FL 34480, has named Gary Almgren located at that same
address, as its agent to accept service of process within
Florida.

Dated: This 28th day of April, 2004.


Mary Almgren, Member

SECOND having been named to accept service of process
for the above named Limited Liability Company, at the place
designated in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper
performance of my duties.

Dated: This 28th day of April, 2004.


Gary Almgren, Res. Agent