

# L95000000195

## BOROUGHES, GRIMM, BENNETT & MORLAN

PROFESSIONAL ASSOCIATION

R. LEE BENNETT  
THOMAS BOROUGHS  
WILLIAM A. GRIMM  
HAROLD E. MORLAN, II  
JOHN R. SIMPSON, JR  
DOUGLAS E. STANCHER  
ROBERT J. STOVASH

201 EAST PINE STREET  
SUITE 800  
POST OFFICE BOX 3300  
ORLANDO, FLORIDA 32807-3300  
TELEPHONE (407) 841-3383  
TELECOPIER (407) 843-0887

EDWARD R. ALEXANDER, JR.  
KENNETH P. HAZOURI  
ROBERT W. ROYD  
JIM COUNSELL

\*ALSO ADMITTED IN N.Y.

March 1, 1995

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

SECRETARY OF STATE  
03/01/95 - 01014-0012  
\*\*\*285.00 \*\*\*285.00

Re: Bite My Beef Products, L.C.

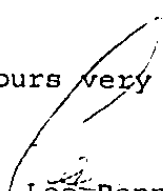
Gentlemen:

Enclosed for filing with your office please find the original and one copy of the Articles of Organization of "Bite My Beef Products, L.C.," the "Affidavit of Membership and Contributions of Bite My Beef Products, L.C.," and the "Statement Designating Registered Agent and Office of Bite My Beef Products, L.C." Also enclosed is this firm's check in the amount of \$285.00 for filing fee and registered agent fee.

Please return the stamped copy of the Articles to the undersigned in the enclosed self-addressed and stamped envelope.

Thank you for your assistance.

Yours very truly,

  
R. Lee Bennett

RLB/reb

Enclosures

a:\secstate.ltr

FILED  
MAR 1 1995  
TALLAHASSEE, FL  
SECRETARY OF STATE

*File*  
789, 1147, 1971  
695-4887

LAW OFFICES

BOROUGHIS, GRIMM, BENNETT & MORLAN

PROFESSIONAL ASSOCIATION

M. LEE BENNETT  
THOMAS BOROUGHS  
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JOHN R. SIMPSON, JR.

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DOUGLAS E. STARCHER  
ROBERT J. STOVARN

EDWARD R. ALEXANDER, JR.  
KENNETH P. HAFOURI

ROBERT W. ROYD  
JOF COUNSELL

March 10, 1995

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

Attn: Bobbi Eldridge

Re: Bite My Beef Products, L.C.

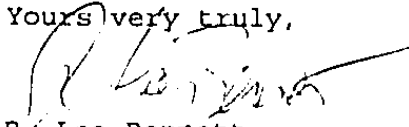
Dear Ms. Eldridge:

I am most appreciative of the department's reconsideration of the issue of a foreign limited liability company not being required to register or qualify to do business in the state of Florida simply to be a managing member of a Florida limited liability company.

You asked that I note that we would like to have the original date that this document was to be filed as its filing date. I am not sure when it was received by the Department of State, but the transmittal letter back to me is dated March 6, 1995. We sent it on March 1, 1995.

Our check for \$285.00 was retained by your office. The original and one copy of the Articles of Organization, Affidavit of Membership and Contribution, and Statement Designating Registered Agent and Office are enclosed with this letter, as is a copy of your transmittal letter to us dated March 6, 1995. Thank you again.

Yours very truly,

  
R. Lee Bennett

RLB/reb  
Enclosures

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ARTICLES OF ORGANIZATION  
OF  
BITE MY BEEF PRODUCTS, L.C.

95 MAR 10 1995  
FILED  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming 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 serve as the Charter and authority for the conduct of business of the limited liability company (the "Company").

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Company shall be Bite My Beef Products, L.C., and its principal office shall be located at 397 Gilston Court in the City of Heathrow, County of Seminole, State of Florida, but it shall have the power and authority to establish offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and

carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Company, and statements contained in each clause shall, except as otherwise expressed, shall in no way be limited to or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the members of this Company. This Article may be amended from time to time in the regulations of the Company by a vote of the majority in interest of the members of the Company.

## ARTICLE IV

### MANAGEMENT

Management of this Company shall be vested in its members, whose names and addresses are as follows: Gary Hughes, 397 Gilston Court, Heathrow, Florida 32746, and Tom Diam Investments Limited, a limited liability company organized in Grand Turk, Turks and Caicos Islands, British West Indies, whose address is Hibiscus Square, Pond Street, PMB9, Grand Turk, Turks and Caicos Islands, British West Indies, in proportion to their respective contributions to the capital of the Company, as adjusted from time to time.

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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, in whole or in part, except with the written consent of the majority in interest of the members.

On 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 shall have the right to continue the business on the written consent of the majority in interest of the remaining members. As used in these Articles the term "majority in interest" shall mean a vote of the members holding the majority of the profits interests and a majority of the capital interests of the Company, all measured as of the event of sale or transfer or as of the event of dissolution, whichever applicable.

## ARTICLE VI

### DURATION

This Company shall exist perpetually unless dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

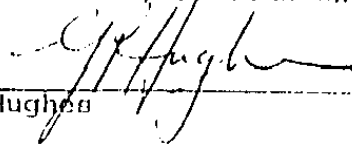
## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 397 Gilston Court, City of Heathrow, County of Seminole, State of Florida, and the name of the company's initial registered agent at that address is Gary Hughes.

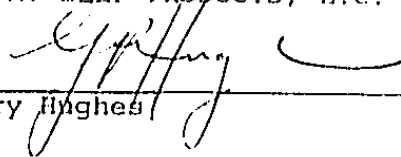
The undersigned, being one of the original members of the Company, certifies that this instrument constitutes the Articles of Organization of Bite My Beef Products, L.C.

Executed by the undersigned at Orlando, Florida on February 17, 1995.

  
\_\_\_\_\_  
Gary Hughes

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of BITE MY BEEF PRODUCTS, L.C.

  
\_\_\_\_\_  
Gary Hughes

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2/16/95

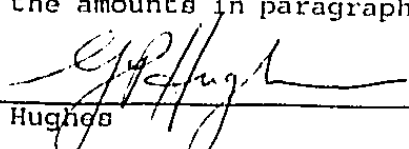
FILED  
MAR 6 1995  
ORLANDO, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

State of Florida  
County of Orange

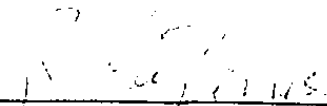
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Bite My Beef Products, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$29,960.00.
3. No property other than cash is being contributed by the members.
4. The amount of cash or property anticipated to be contributed by the members in addition to the amounts in paragraphs 2 and 3 above is \$30,000.00.

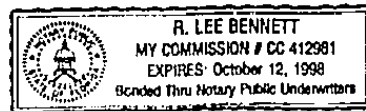
  
\_\_\_\_\_  
Gary Hughes

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17 day of February, 1995, by GARY HUGHES, a member, on behalf of Bite My Beef Products, L.C., a Florida limited liability company. He produced a Florida driver's license, number H220-295-58-163, as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print, Type or Stamp Commissioned Name of Notary Public:

g:\common\rib\hughes\affmem.con  
2/16/95



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida  
County of Orange

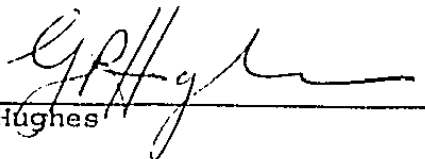
Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Bite My Beef Products, L.C.

The name of the registered agent for Bite My Beef Products, L.C., is Gary Hughes and the street address of the company's principal office where the agent is located is 497 Gilston Court, Heathrow, Florida 32746.

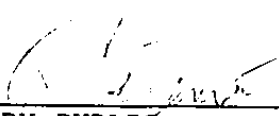
This statement is to acknowledge that, as indicated above, Bite My Beef Products, L.C., has appointed me, Gary Hughes, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act 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.

Dated February 17, 1995.

  
\_\_\_\_\_  
Gary Hughes

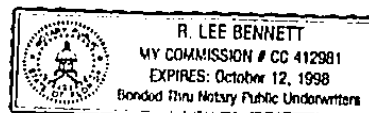
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of February, 1995, by Gary Hughes, a member, on behalf of Bite My Beef Products, L.C. a Florida limited liability company. He produced a Florida driver's license, number H220-295-58-163, as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC

Print, Type or Stamp Commissioned Name of Notary Public:

1. Common to Hughes report of 2/17/95





**FILE NOW: Fee after May 1, will be \$263.75**

L9500000195 FILED  
 96 FEB 26 PM 1:53

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996  
 FLORIDA DEPARTMENT OF STATE  
 Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee  
 FILING FEE \$ 238.75  
 Make Check Payable To: FLORIDA DEPARTMENT OF STATE  
 DOCUMENT #L95000000195  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

1. Name and Mailing Address of Limited Liability Company  
**BITE MY BEEF PRODUCTS, L.C.**  
 397 GILSTON COURT  
 HEATHROW FL 32746

1a. Principal Place of Business Address  
 397 GILSTON COURT  
 HEATHROW FL 32746

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business  
 505 E. First Street  
 City & State: Sanford, FLORIDA  
 Zip: 32771 Country: U.S.A.

2a. Mailing Address  
 505 E. First Street  
 City & State: Sanford, FLORIDA  
 Zip: 32771 Country: U.S.A.

3. Date Organized or Qualified: 03/06/1995  
 3a. State of Formation: FL

4. FET Number: 59-331-7944  
 Applied For  
 Not Applicable

5. Date of Last Report: N/A  
 6. Certificate of Status Desired:  Additional Fee Required

7. Name and Address of Current Registered Agent  
**HUGHES, GARY**  
 397 GILSTON COURT  
 HEATHROW FL 32746

8. Name and Address of New Registered Agent  
 Name: \_\_\_\_\_  
 Street Address (P.O. Box Number is Not Acceptable): \_\_\_\_\_  
 Suite, Apt. #, etc.: \_\_\_\_\_  
 City: \_\_\_\_\_  
 State: FL  
 Zip Code: 32746

9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
 (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	HUGHES, GARY	397 GILSTON COURT	HEATHROW FL
MEM	TOM DIAM INVESTMENTS,	HIBISCUS SQUARE, POND STRE	TURKS AND CAICOS ISLA

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: [Signature] 2/23/96 328-8622 (407)  
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGER OR MEMBER OF MANAGEMENT  
 DATE Daytime Phone #