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C T Corporation System.

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

500002558805- -9  
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\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

Seven - Eleven Partners, L.C.

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**SEVEN-ELEVEN PARTNERS, L.C.**

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**ARTICLE I**  
**Name**

The name of the Limited Liability Company is: SEVEN-ELEVEN PARTNERS, L.C.

**ARTICLE II**  
**Address**

The mailing address and street address of the principal office of the Limited Liability Company is: 1301 West Copans Road, Suite D-3, Pompano Beach, Florida 33064.

**ARTICLE III**  
**Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV**  
**Registered Agent**

The name and street address of the initial registered agent are: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE V**  
**Management**

The Limited Liability Company is to be managed by a manager and the name and address of such manager, who will serve until the first annual meeting of members or until his successor is elected and qualified is: Robert Kuechenberg, 1301 West Copans Road, Suite D-3, Pompano Beach, Florida 33064.

**ARTICLE VI**  
**Admission of Additional Members**

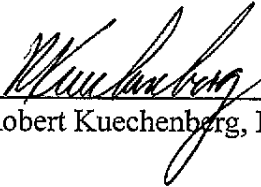
The members may admit new members only if each member consents in writing to the admission of the additional member.

**ARTICLE VII**  
**Members Rights to Continue Business**

The remaining members of the Limited Liability Company may continue the business upon death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other events which terminate the continued membership of a member by the consent of all remaining members within 90 days so long as there are at least two remaining members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization for the purpose of forming a limited liability company pursuant to section 608.408 of the Florida Statutes on June 10, 1998.

RAINBOW HOLDINGS, INC.

By:   
Robert Kuechenberg, President

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of SEVEN-ELEVEN PARTNERS, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members is \$5,000.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0.00
- the amount of cash or property anticipated to be contributed by members is \$ 0.00
- 4) the total amounts of 2, 3 and 4 is \$5,000.00

IN WITNESS WHEREOF, the undersigned member has executed this Affidavit for the purpose of forming a limited liability company pursuant to section 608.408 of the Florida Statutes on June 10, 1998.

RAINBOW HOLDINGS, INC.

By:   
Robert Kuechenberg, President

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Seven-Eleven Partners, Inc.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

*Having been named as 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.*

C T CORPORATION SYSTEM

Janie Bryan  
(Signature)  
**JANIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

6/12/98  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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