

LA8000002704

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

(Phone #)

OFFICE USE ONLY

900002687849--7

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****337.50 ****337.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Special Markets - America Direct, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. 00789-01117-00671
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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NEW FILINGS	
☐	Profit
☐	NonProfit
☒	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Name Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
P. ver.fyer	<i>MAH</i>

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RECEIVED

W98-2541

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 16, 1998

FILINGS, INC.
TERESA ROMAN

SUBJECT: SPECIAL MARKETS-AMERICA DIRECT, L.C.
Ref. Number: W98000025741

We have received your document for SPECIAL MARKETS-AMERICA DIRECT, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 598A00055040

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ARTICLES OF ORGANIZATION
OF
SPECIAL MARKETS-AMERICA DIRECT, LC

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 1-NAME

The name of the limited liability company shall be SPECIAL MARKETS-AMERICA DIRECT, LC ("Company"). The principal place of business of the Company shall be 2775 Via De La Valle, Ste. 206, Del Mar, CA 92014. The mailing address shall be the same.

ARTICLE II-DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III-PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jerome A. Bauman, P.A. c/o Bauman & Bauman 7820 Peters Road, Suite E-103 Plantation, Florida 33324.

ARTICLE V-CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property in an amount not less than \$500.00.

ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

ARTICLE VII-ADDITION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the company and upon such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless

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all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII-TERMINATION OF EXISTENCE

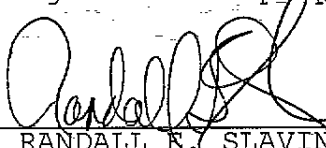
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there are at least two remaining members.

ARTICLE IX-MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are:

RANDALL E. SLAVIN
2775 Via De La Valle, Ste. 206
Del Mar, CA 92014

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at San Diego County, California, for the foregoing uses and purposes this 13th day of November 1998.

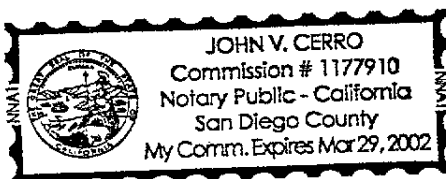


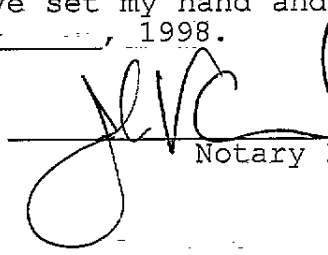
RANDALL E. SLAVIN

STATE OF CALIFORNIA
COUNTY OF

Before me personally appeared RANDALL E. SLAVIN, to me well known to be the organizers of the above limited liability company, and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to the law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 13th day of November, 1998.





Notary Public

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ACCEPTANCE OF REGISTERED AGENT

The undersigned being the person named in the Articles of Organization of ~~SPECIAL~~ MARKETS-AMERICA DIRECT, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



JEROME A. BAUMAN
REGISTERED AGENT

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

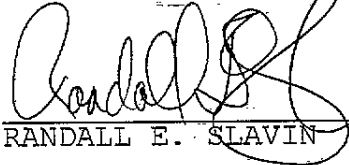
The undersigned member of SPECIAL MARKETS-AMERICA DIRECT, L.C. deposes and says:

1) The above named limited liability company has at least two members.

2) The total amount of cash contributed by the members is five hundred dollars (\$500.00).

3) There has been no property contributed by members other than the cash contributed.

4) The total amount of cash property anticipated to be contributed by members is five hundred dollars (\$500.00). This includes amounts from 2 and 3 above.

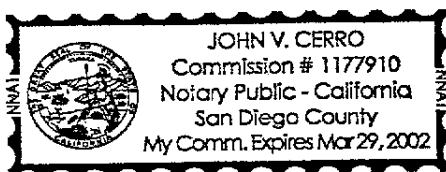

RANDALL E. SLAVIN

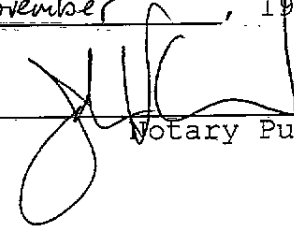
In accordance with section 604.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF CALIFORNIA
COUNTY OF

Before me personally appeared RANDALL E. SLAVIN, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to the law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 13th day of November, 1998.




Notary Public

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