

L 99 000000 3773

LAW OFFICES

STEWART, NALL, EVANS & HAFNER, P.A.

POST OFFICE BOX 3345
VERO BEACH, FLORIDA 32964-3345

3355 OCEAN DRIVE
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 231-3500
TELEFAX (561) 231-9876
INTERNET: firm@sneh.com

CYNTHIA L. CAMBRON
RALPH L. EVANS
TROY B. HAFNER*
ROBERT C. NALL
JOHN MITCHELL STEWART
WILLIAM J. STEWART**

*MASTER OF LAWS IN ESTATE PLANNING and
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

June 22, 1999

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

100002913171-0
-06/23/99-01054-011
***285.00 ***285.00

Re: Calamart, L.L.C.

Dear Clerk:

Enclosed please find an original and one copy of the following documents for filing with your office:

1. Articles of Organization of Calamart, L.L.C.;
2. Affidavit of Organization of Calamart, L.L.C.; and
3. Acceptance of Registered Agent.

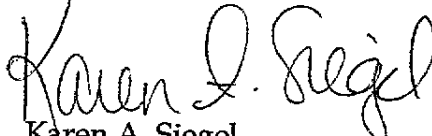
FILED
SECRETARY OF STATE
DIVISION OF REVENUE
99 JUN 23 AM 8:41

I have enclosed my firm's check in the amount of \$285.00 to cover filing fees. Once you have filed these documents, I would appreciate it if you would return a stamped copy to me.

ymtn
6/28

If you have any questions, please do not hesitate to call me.

Sincerely yours,



Karen A. Siegel
Secretary to Ralph L. Evans

\kas
Enclosures

ARTICLES OF ORGANIZATION

OF

CALAMART, LLC

A Florida Limited Liability Company

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be CALAMART, LLC, and its principal place of business shall be in the County of Marion, State of 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

The general nature of the business or business to be transacted and which

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 23 AM 8:41

the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 that which this limited liability company is authorized to carry on, pursuant to the provisions of the 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 23 AM 8:41

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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.

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

FILED
SECRETARY OF STATE
DIV. OF CORPORATIONS
59 JUN 21 AM 8:41

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) in cash shall be paid to the limited liability company by JOHN F. BUSCH. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE FILINGS
90 JUN 23 AM 8:41

ARTICLE IV

PROFITS AND LOSSES

(a) Sharing of Profits. The net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company shall be divided equally between the members. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability

company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall have perpetual existence.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be at 131 North Catalina Court, Vero Beach, Florida 32963, County of Indian River, State of Florida.

99 JUN 23 AM 8:41

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by the following one (1) Manager. The name and address of the manager who shall serve as such until the first annual meeting of members or until their successors are duly qualified is as follows:

Patrick T. Copeland
c/o Orange State Oil Company
1976 82nd Avenue
Vero Beach, FL 32966

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the Organizer is Stewart, Nall, Evans & Hafner, P.A., 3355 Ocean Drive, Vero Beach, County of Indian River, State of Florida, and the name of its initial registered agent at such address is Ralph L. Evans.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

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 limited liability company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 23 AM 8:41

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the 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 limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of CALAMART, LLC

Burn Ridge, Ill

Executed by the undersigned at ~~Vero Beach, Florida~~ on June 17

1999.

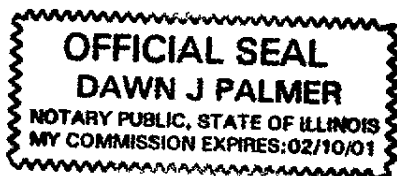
FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
99 JUN 23 AM 8:41

John F. Busch

JOHN F. BUSCH

STATE OF ILLINOIS
COUNTY OF DUPAGE

The foregoing instrument was acknowledged before me this 17 day of June, 1999, by John F. Busch, who is personally known to me or who has produced _____ as identification.



Dawn J. Palmer

Notary Public
Name: Dawn J. Palmer
State of Illinois
My Commission expires: 2/10/01

**AFFIDAVIT
OF ORGANIZATION
CALAMART, LLC,**

a Florida Limited Liability Company

COMES NOW the undersigned, a member of **CALAMART, LLC**, a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least one (1) Member:

John F. Busch
131 N. Catalina Court
Vero Beach, FL 32963

Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

3. The agreed value of property other than cash contributed by the Member to the Company is FOUR HUNDRED FIFTY THOUSAND AND NO/100 DOLLARS (\$450,000.00).

4. The total amount of cash and other property anticipated to be contributed to the Company is FOUR HUNDRED FIFTY-ONE THOUSAND AND NO/100 DOLLARS (\$451,000.00).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
99 JUN 23 AM 8:41

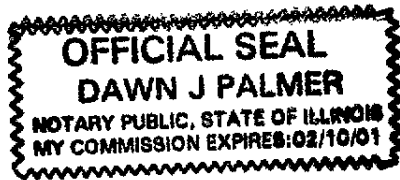
IN WITNESS WHEREOF, I set my hand and seal this 17 day of

June, 1999.

John F. Busch
John F. Busch

STATE OF ILLINOIS
COUNTY OF DUPAGE

The foregoing instrument was acknowledged before me this 17 day of June, 1999, by John F. Busch, who is personally known to me or who has produced _____ as identification.



Dawn J. Palmer
Notary Public
Name: DAWN J. PALMER

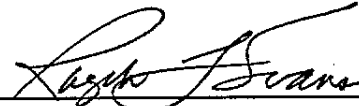
My Commission expires: 2/10/01

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
99 JUN 23 AM 8:41

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

RALPH L. EVANS, an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization

RALPH L. EVANS is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.



RALPH L. EVANS

FILED
SECRETARY OF STATE
19 JUN 23 AM 8:41
TALLAHASSEE, FLORIDA