

L00000005781

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 700 • Tallahassee, Florida 32302
(850) 222-3870 • (850) 300-3870 • (850) 222-3870

Uinghouse of Ocala, LLC

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****125.00 ****125.00

File 3rd

- ___ Art of Inc. File _____ *W-12984*
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ✓ *Photo*
___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
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___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: *LM*

Name _____

Date *5/18*

Time *7:48*

Walk-In _____

Will Pick Up _____

RECEIVED
FILED
MAY 18 AM 10:08
MAY 18 AM 11:39
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CR 5/19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 2000

CAPITAL CONNECTION, INC.
ATTN: LM

SUBJECT: WINGHOUSE OF OCALA, L.C.
Ref. Number: W00000012984

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00 MAY 18 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WINGHOUSE OF OCALA, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 200A00028322

Corrected

RECEIVED
00 MAY 18 PM 3:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
WINGHOUSE OF OCALA, L.C.**

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

WingHouse of Ocala, L.C.

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 608.409(1) of the Act, and shall continue for a perpetual period of time from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

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TALLAHASSEE FLORIDA

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

**ARTICLE IV
PLACE OF BUSINESS**

The mailing address and street address of the principal place of business of this Company shall be 7421 Ulmerton Road, Largo, Florida 33771 or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Sandip I. Patel, P.A., and the street address of the registered agent for the service of process shall be 6800 North Dale Mabry Highway, Suite 268, Tampa, Florida 33614.

ARTICLE VI
CAPITAL CONTRIBUTIONS

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand and No/100 Dollars (\$1,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VIII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
MANAGEMENT

The management of this Company shall be managed by a managers to be elected by a majority of the members at the annual meeting. The names and addresses of such managers who are to serve until the first annual meeting of the members or until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Crawford Ker	7421 Ulmerton Road, Largo, Florida 33771

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MAY 18 AM 11:29
CLERK OF CIRCUIT COURT
HALLANDALE BEACH, FLORIDA

The managers shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE X POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI PROPERTY

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The managers are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

WingHouse of Ocala, L.C.

By: _____
Manager

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CLERK OF STATE
TALLAHASSEE FLORIDA

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII AMENDMENTS


These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall

be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

**ARTICLE XIII
REGULATIONS**

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 16th day of May, 2000.



Name: Crawford F. Ker

STATE OF FLORIDA)
COUNTY OF PINELLAS)

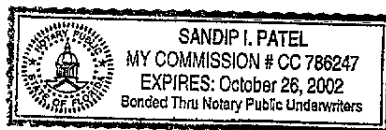
BEFORE ME, personally appeared Crawford F. Ker, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 16th day of May, 2000, in the aforesaid County and State.



NOTARY PUBLIC

My Commission Expires:



FILED
30 MAY 18 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WingHouse of Ocala, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Largo, County of Pinellas, and State of Florida, has named Sandip I. Patel, P.A., located at 6800 North Dale Mabry Highway, Suite 268, Tampa, Florida 33614, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

SANDIP I. PATEL, P.A.

By:



Sandip I. Patel, Registered Agent

00 MAY 18 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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