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Attorney &
Counselor at Law

BANKRUPTCY
REAL ESTATE LAW
CORPORATE & BUSINESS LAW
CRIMINAL LAW
CONSTITUTIONAL LAW
MARITAL & FAMILY LAW
PERSONAL INJURY & WRONGFUL DEATH
WILLS PROBATE & ESTATE PLANNING

August 30, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800003379419--0
-08/31/00--01112--001
****155.00 ****155.00

RE: Queen Bee Holdings, L.L.C.

Dear Sir:

Enclosed please find duplicate original Articles of Organization for the above referenced entity. Please file one original and return the certified duplicate to me at the above address.

Also, I have enclosed my check in the amount of \$155.00 to cover the cost of filing and certification.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,

H. Michael Evans

EFFECTIVE DATE
8/30/00

FILED
00 AUG 31 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acting Ledgerment	DCC
W. P. Verifier	DCC

① mailing address
② debt affidavit

7 pages
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789, 1122, 2870, 304, 671
L000000010929



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 5, 2000

H. MICHAEL EVANS, P.A.
2123 N.E. COACHMAN ROAD, SUITE A
CLEARWATER, FL 33765

SUBJECT: QUEEN BEE HOLDINGS, L.L.C.
Ref. Number: W00000021746

We have received your document for QUEEN BEE HOLDINGS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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 delete the Affidavit of Membership and Contributions.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 400A00046965

EFFECTIVE DATE
8/30/00

ARTICLES OF ORGANIZATION OF QUEEN BEE HOLDINGS, L.L.C.

The undersigned certify that we have associates 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.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be QUEEN BEE HOLDINGS, L.L.C., and its principal office shall be located at 17116 U.S. 19 North, in the City of Clearwater, County of Pinellas, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is also 17116 U.S. 19 North, Clearwater, FL 33764.

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 limited liability 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 limited liability 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.

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

5. To exercise all or any of the limited liability 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 furtherances 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 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.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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 IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

JULIE HERRING
17116 U.S. 19 North
Clearwater, FL 33764

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 limited liability company.

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

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to 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. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 30, 2000 with

a filing date of August 30, 2000.

(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, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until 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 limited liability company is 17116 U.S. 19 North, City of Clearwater, County of Pinellas, State of Florida 33764, and the name of the company's initial registered agent at that address is Julie Herring.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of QUEEN BEE HOLDINGS, L.L.C.

Executed by the undersigned at CLEARWATER, FLORIDA
on AUGUST 30, 2000.

Julie Herring
JULIE HERRING

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of AUGUST, 2000, by JULIE HERRING, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC

Sign

Janet M. Sullivan

Print

JANET M. SULLIVAN
STATE OF FLORIDA AT LARGE

My Commission Expires:



Janet M. Sullivan
MY COMMISSION # CC707910 EXPIRES
February 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF PINELLAS

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) 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 **QUEEN BEE HOLDINGS, L.L.C.**

The name of the registered agent of **QUEEN BEE HOLDINGS, L.L.C.** is **JULIE HERRING**, and the street address of the company's principal office where the agent is located is **17116 U.S. 19 NORTH, CLEARWATER FLORIDA 33764**.

This statement is to acknowledge that, as indicated above, **QUEEN BEE HOLDINGS, L.L.C.** has appointed me, **JULIE HERRING**, 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 8/30/2000.

Julie Herring
JULIE HERRING

The foregoing instrument was acknowledged before me this 30th day of AUGUST, 2000, by **JULIE HERRING**, agent on behalf of **QUEEN BEE HOLDINGS, L.L.C.**, a limited liability company. She is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC

Sign

Print

Janet M. Sullivan
JANET M. SULLIVAN
STATE OF FLORIDA AT LARGE



Janet M. Sullivan
MY COMMISSION # CC707910 EXPIRES
February 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires: