

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : BRUCE A. HAUGHT, P.A.
Account Number : I19980000079
Phone : (850)837-7021
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LIMITED LIABILITY COMPANY

H & M Holdings, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

H & M Holdings, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME:

The name of this limited liability company is H & M Holdings, LLC (the "Company").

ARTICLE II - PERIOD OF DURATION:

The duration of the Company shall be perpetual except as required or allowed to dissolve under the provisions of the Florida Limited Liability Company Act, or the Company's Regulations.

ARTICLE III - PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY:

The mailing address and street address of the initial principal office in Florida for the Company is 34851 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE:

The initial registered agent of the Company shall be Davage J. Runnels, III. The Street address of the initial registered agent is 36468 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS:

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$12,000.00 in cash and no other property is being contributed to the Company at this time.

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ARTICLE VII - ADDITIONAL CONTRIBUTIONS:

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS:

Additional members to the Company may be admitted only upon the unanimous and written consent of the then existing members.

ARTICLE IX - CONTINUITY OF BUSINESS:

If a member of the company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

ARTICLE X - MANAGEMENT:

The Company is to be managed by an operating manager or managers. The name and address of the initial operating managers who are to serve as the operating managers until the first Annual Meeting of Members or until each party's successor is duly elected and qualified are:

John Garrett McNeil
51 Kensington Lane
Destin, Florida 32550

Pace Matthews Halter
2214 Virginia Pl.
Atlanta, Georgia 30305

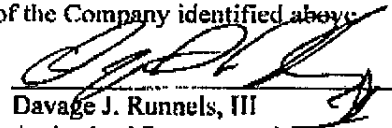
ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are John Garrett McNeil, 51 Kensington Lane, Destin, Florida 32550, and Pace Matthews Halter, 2214 Virginia Pl, Atlanta, Georgia 30305.

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IN WITNESS WHEREOF, the undersigned has executed these Articles on the 19th day of October, 2000 as the authorized representative for the Members of the Company identified above:

By:


Davage J. Runnels, III
Authorized Representative

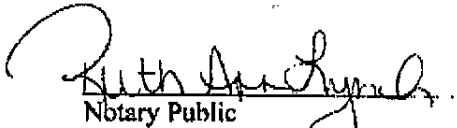
STATE OF FLORIDA

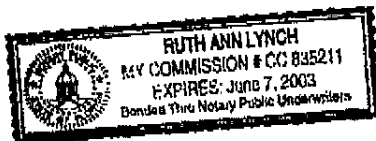
COUNTY OF OKALOOSA

On this 19th day of October, 2000, before me personally appeared Davage J. Runnels, III, the authorized representative of the members of the company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

(Affix Seal)


Notary Public
My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

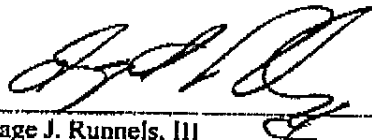
PURSUANT TO THE PROVISIONS OF 608.415, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: H & M Holdings, LLC.
2. The name and address of the registered agent and office is:

Davage J. Runnels, III
36468 Emerald Coast Parkway, Suite 2101
Destin, Florida 32541

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.

DATED October 19, 2000 by:


Davage J. Runnels, III

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