

**LAW OFFICES OF DANIEL KEARNEY, P.A.**  
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March 3, 2001

**L01000003910**

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/09/01--01083--006  
\*\*\*\*125.00 \*\*\*\*125.00

RE: MINIBIKES OF FLORIDA, LLC

Gentlemen:

Enclosed please find Articles of Organization for the above referenced organization, together with my check in the amount of \$125.00 to cover the cost of filing same.

Should you have any questions, please advise. Thank you.

Very truly yours,

  
W. DANIEL KEARNEY

WDK:jk  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

52

ARTICLES OF ORGANIZATION  
OF  
MINIBIKES OF FLORIDA, LLC

The undersigned 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, with the following Articles serving as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME

The name of this Corporation is:

MINIBIKES OF FLORIDA, LLC

ARTICLE II

MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be located at:

6007 Dartmouth Drive  
Bradenton, Florida 34207

but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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TALLAHASSEE, FLORIDA

## ARTICLE III

### 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; and 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.
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 furtherance 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 express, 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 IV

#### 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 V

#### MANAGEMENT

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

STEVEN D. ANDERSON  
6007 Dartmouth Drive  
Bradenton, Florida 34207

#### ARTICLE VI

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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 not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a members, 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 VII

### PROFIT AND LOSSES

(A) Profit Sharing. The members shall be entitled to 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 the following share of the distributive share of the profits specified as follows:

STEVEN D. ANDERSON	One hundred (100%) percent
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The distributive share of the profit shall be determined and paid to the members three (3) months after the close of each fiscal year of the limited liability company, absent earlier distribution as agreed upon by the members.

(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 as follows:

STEVEN D. ANDERSON	100%
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## 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.

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CLERK OF COURT  
JANUARY 1, 2009

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent and office of the limited liability company is:

STEVEN D. ANDERSON  
6007 Dartmouth Drive  
Bradenton, Florida 34207

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MINIBIKES OF FLORIDA, LLC.

Executed by the undersigned at SARASOTA, Florida on FEBRUARY 28, 2001.

BY: Steven D. Anderson  
STEVEN D. ANDERSON

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 2001, by STEVEN D. ANDERSON, who is the same person described in and subscribing the above Articles of Organization, and he acknowledged before me, according to law, that he executed the above Articles as his own free act and deed for the purposes and uses herein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 28<sup>th</sup> day of February, 2001.



Angelika R. Graham  
MY COMMISSION # CC936340 EXPIRES  
May 15, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

Angelika R. Graham  
Notary Public, State of Florida

State of Florida at Large (seal)  
My Commission Expires:

Personally known to me OR PRODUCED identification Know personally  
Type of identification Produced N/A

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as resident agent to accept service of process in the above stated limited liability company, at the place designated on the certificate, I hereby accept the appointment as resident agent and agree to act in this capacity.

I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as resident agent provided for in Chapter 608, Florida Statutes.

  
STEVEN D. ANDERSON

ANDERSON/ACCEPTANCE

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SOUTHERN DISTRICT  
TALLAHASSEE, FLORIDA