

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-42-8052 • Fax (850) 227-1222

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CVS, LLC

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- 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 _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
01 MAR 20 AM 10:22

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Signature

Requested by:

Name Sh Date 3/20/01 Time 9:45

Walk-In Will Pick Up

ARTICLES
OF
ORGANIZATION
FOR
CVS, L.L.C.

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. 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 PLACE OF BUSINESS

The name of the limited liability company shall be CVS, L.L.C., and its principal office and mailing address shall be 1827 Middle Gulf Drive, Sanibel, Florida 33957; 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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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.
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 and 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.

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The several clauses contained in this statement of the general nature 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

MANAGEMENT

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 and pursuant to Florida Statute 608.442(1), it is a member managed company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the members of the limited liability company. The names and addresses of the members are as follows: Karen Bell, 1827 Middle Gulf Drive, Sanibel, Florida 33957 and Eugene Lee Childers, P. O. Box 485, Normandy Beach, New Jersey 08739.

ARTICLE IV

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 have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V

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 the business of the limited liability company.
- (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 members in equal shares.

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ARTICLE VI

DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Richard A. Collman, 1648 Periwinkle Way, Suite B, Sanibel, County of Lee, State of Florida 33957.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of CVS, L.L.C.

Executed by the undersigned at Sanibel, State of Florida, on March 19, 2001.

Karen Bell
Karen Bell, Member

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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19 day of March, 2001, by Karen Bell, on behalf of CVS, L.L.C, a limited liability company, who is personally known to me.

Richard A. Collman
Notary Public

Print Name

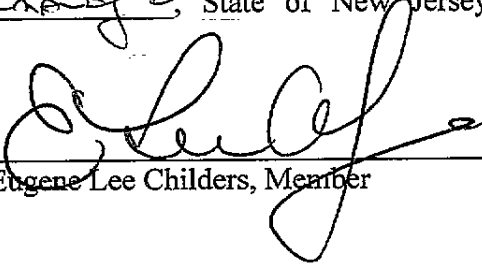
My commission expires:



Richard A. Collman
MY COMMISSION # CC866906 EXPIRES
October 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


SEAL

Executed by the undersigned at Normandy Beach, State of New Jersey, on
March 8, 2001.


Eugene Lee Childers, Member

STATE OF NEW JERSEY
COUNTY OF OCEAN

The foregoing instrument was acknowledged before me this 8TH day of
March, 2001, by Eugene Lee Childers, on behalf of CVS, L.L.C, a limited liability
company, who is personally known to me.


Notary Public, State of New Jersey
CAROL M. DUFFY
Print Name Carol M. Duffy

Notary Public of New Jersey
My Commission Expires October 11, 2005

SEAL:

My commission expires:

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