

L01000005705

D. MICHELLE KRISTON MURPHY

P.O. Box 1543
Winter Haven, Florida 33882
(863) 294-9081
(863) 293-3857 Facsimile

Member Florida Bar
Member Georgia Bar

March 26, 2001

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***125.00 ***125.00

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: Filing of Articles of Organization

Dear Sir/Madame:

Please find enclosed the Articles of Organization for FLORIDA INDEPENDENT
NIKKEN DISTRIBUTORS, L.C., Affidavit of Number of Members and Initial Capital
and Designation for Service Agent, along with a copy of each. Also enclosed is a check
for the amount of \$125 for the filing fees.

If you require any further information please contact me at your earliest
convenience.

Sincerely,


D. Michelle Kriston Murphy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-5705
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 2001

D. MICHELLE KRISTON MURPHY
PO BOX 1543
WINTER HAVEN, FL 33882

SUBJECT: FLORIDA INDEPENDENT NIKKEN DISTRIBUTORS, L.C.
Ref. Number: W01000007364

We have received your document for FLORIDA INDEPENDENT NIKKEN DISTRIBUTORS, 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):

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

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 001A00019557

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. MICHELLE KRISTON MURPHY

**Attorney at Law
P.O. Box 1543
Winter Haven, Florida 33882
(863) 294-9081
(863) 293-3857 Facsimile**

**Member Florida Bar
Member Georgia Bar**

April 9, 2001

Florida Department of State
Division of Corporations
Attn: Tammi Cline
Post office Box 6327
Tallahassee, Florida 32314

Re: Florida Independent Nikken Distributors, L.C. (W01000007364)

Dear Ms. Cline:

Please find enclosed the Articles of Organization of Florida Independent Nikken Distributors, L.C.

The principal place of business and the mailing address can be found in Article VII, as 3601 Old 9 Foot Road, Winter Haven, Florida 33880.

If there is any further information that you require, please do not hesitate to contact me at your convenience.

Thank you,


D. Michelle Kriston Murphy

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF FLORIDA INDEPENDENT NIKKEN DISTRIBUTORS, .L.C.

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be FLORIDA INDEPENDENT NIKKEN DISTRIBUTORS, L.C., and its principal place of business shall be in the City of Winter Haven, County of Polk, State of Florida, but it shall have the power and authority establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 the 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 thereof, 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 herein otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

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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 herein set forth, 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.
7. Nothing herein contained shall be deemed or construed as authorizing or permitting, 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$20.00 (\$20) cash shall be paid to the limited liability company by 11 members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV PROFITS AND LOSSES

- (A) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operations 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 share of net profits made on transactions for which that member contributed assets or took financial responsibility for. The distributive share of the profits shall be determined and paid to the members on a quarterly basis, unless, the profit made on any single transaction exceeds \$20,000, at which time the profit could then be immediately distributed
- (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 such sources are insufficient to cover such losses, by the members in equal shares by members that participated in the transaction which incurred such losses.

ARTICLE V LIMITED LIABILITY COMPANY 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.

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ARTICLE VI DURATION

This limited liability company shall exist until June 1, 2020, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of this limited liability company shall be located at 3601 Old 9 Foot Road, in the city of Winter Haven, County of Polk, State of Florida 33880.

ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by six managers. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until their successors are elected and qualify are as follows:

Martha Roe Burke
3601 Old 9 Foot Road
Winter Haven, Florida 33880

Bonnie Walter
Post Office Box 904
Winter Haven, Florida 33880

June Scharra
1111 North Bayshore Blvd
D-6
Clearwater, Florida 33759

Kimberly Meyling
4870 Southwind Drive
Mulberry, Florida 33860

Ronald Guetter
6207 Elm Square West
Lakeland, Florida 33813

Melinda Mailly
75 Ryann Nicole Court
Winter Haven, Florida 33884

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ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the limited liability company is 4937 Grand Boulevard, City of Lakeland, County of Polk, State of Florida, and the name of its initial registered agent at such address is Attorney Dawn Michelle Kriston Murphy.

ARTICLE X RESTRICTIONS ON MEMBERSHIP


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.

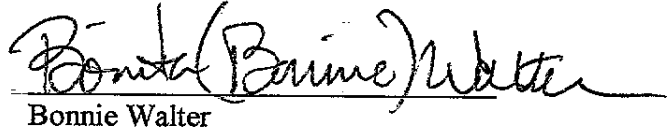
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

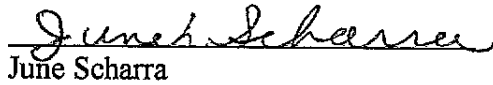
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of the member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

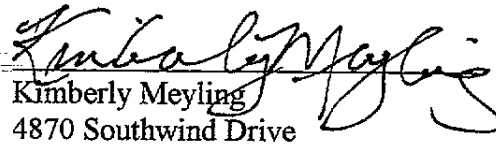
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of FLORIDA INEDEPENDENT NIKKEN DISTRIBUTORS, L.C.

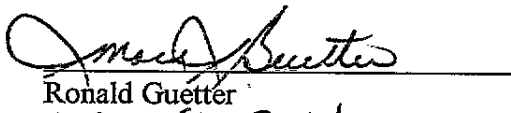
Executed by the undersigned at Lakeland, Florida on March 1st, 2001.

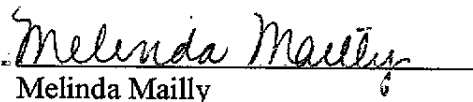

Martha Roe Burke
3601 Old 9 Foot Road
Winter Haven, Florida 33880

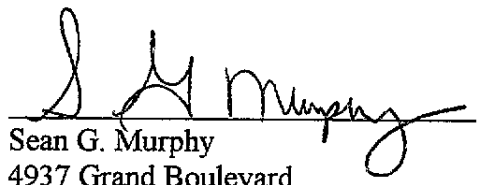

Bonnie Walter
Post Office Box 904
Winter Haven, Florida 33880

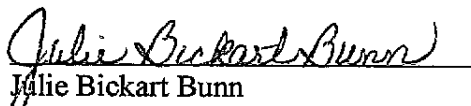

June Scharra
1111 North Bayshore Blvd
D-6
Clearwater, Florida 33759

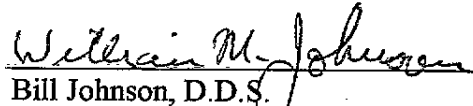

Kimberly Meyling
4870 Southwind Drive
Mulberry, Florida 33860



Ronald Guetter
6207 Elm Sq W
Lakeland, Florida 33813


Melinda Mailly
75 Ryann Nicole Court
Winter Haven, Florida 33884


Sean G. Murphy
4937 Grand Boulevard
Lakeland, Florida 33813


Julie Bickart Bunn
702 Druid Street
Lakeland, Florida 33805


William M. Johnson
Bill Johnson, D.D.S.
519 Bartow Road
Lakeland, Florida 33801


Ellen Roe
700 Avenue N, NE
Winter Haven, Florida 33881

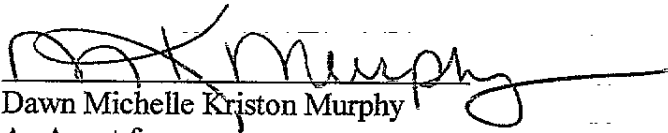
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLOIRDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted:

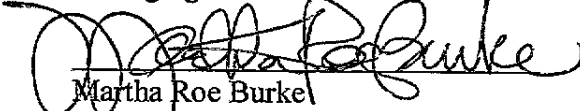
FLORIDA IDEPENDENT NIKKEN DISTRIBUTORS, L.C. with its place of business at 3601 Old 9 Foot Road, City of Winter Haven, Florida, has named **DAWN MICHELLE KRISTON MURPHY** located at 4937 Grand Boulevard, City of Lakeland, State of Florida, as its agent to accept service of process within Florida.


Dated March 1, 2001.

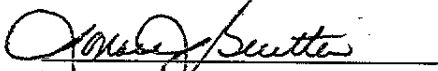

Dawn Michelle Kriston Murphy
As Agent for
Florida Independent Nikken Distributors, L.C.

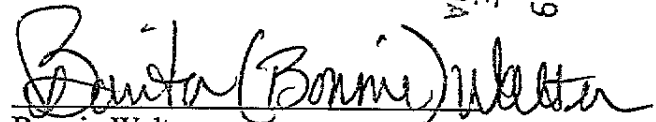
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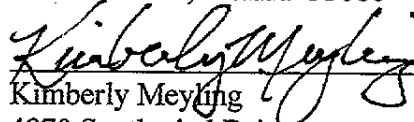
Managing Members:



Martha Roe Burke
3601 Old 9 Foot Road
Winter Haven, Florida 33880


June Scharra
1111 North Bayshore Blvd
D-6
Clearwater, Florida 33759


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