

L010000008484

ROTH & SCHOLL  
ATTORNEYS AT LAW  
150 SAN NICOLAS AVENUE  
SUITE 176  
CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 662-4141

FAX: (305) 662-3816

e-mail: rothlaw@bellsouth.net

JEFFREY C. ROTH, P.A.  
DENNIS SCHOLL, P.A.

ANDREA P. SOCOL

May 4, 2001

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

600004194796--5  
-05/10/01--01143--011  
\*\*\*\*125.00 \*\*\*\*125.00

RE: DJD Enterprises, LLC

Dear Sir:

L01-8484

W01-10970

Enclosed are duplicate originals of the Articles of Organization for the above corporation. Also enclosed is a check in the amount of \$125.00, representing your filing fee. Please file the enclosed articles, and forward me written confirmation of the same. Thank you for your anticipated prompt attention to this matter.

Very truly yours,

  
JEFFREY C. ROTH

JCR:gkm  
ENCLS.

cc: Ms. Sandra Mercado (with encls. - by fax to 305-836-6905)

WLS/29  
FILED  
01 MAY 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7ep



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 15, 2001

JEFFREY C. ROTH  
ROTH & SCHOLL  
1500 SAN REMO AVENUE, SUITE 176  
CORAL GABLES, FL 33146

SUBJECT: DJD ENTERPRISES, LLC  
Ref. Number: W01000010970

*Price  
Butters*

We have received your document for DJD ENTERPRISES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your registered agent acceptance refers to the statute for corporations, but this entity is a limited liability company. Enclosed is our blank form, for your reference and/or use. Please also note that Articles of Organization do not require notarization.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 501A0002941

FILED  
01 MAY 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ROTH & SCHOLL**  
ATTORNEYS AT LAW  
1500 SAN REMO AVENUE  
SUITE 176  
CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 662-4141  
FAX: (305) 662-3816  
e-mail: rothlaw@bellsouth.net

JEFFREY C. ROTH, P.A.  
DENNIS SCHOLL, P.A.

ANDREA P. SOCOL

May 24, 2001

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Lee Rivers/Document Specialist

FILED  
01 MAY 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: DJD Enterprises, LLC

Dear Ms. Rivers:

Per your letter to me dated May 15, 2001, a copy of which is enclosed, enclosed is the revised registered agent acceptance. Also enclosed are duplicate originals of the Articles of Organization for the above corporation. If everything is now acceptable, please file the enclosed articles, and forward me written confirmation of the same. Thank you for your anticipated prompt attention to this matter.

Very truly yours,

  
JEFFREY C. ROTH

JCR:gkm  
ENCLS.

04/24/01 TUE 04:10 FAX

04/23/01 MON 16:27 FAX

003

002

**ARTICLES OF ORGANIZATION  
OF  
DJD ENTERPRISES, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be DJD Enterprises, LLC

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III  
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 2836 Seabreeze Drive South, Gulfport, FL 33707-3910, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name and address of the original registered agent of this Limited Liability Company is Jeffrey C. Roth, Esquire, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member(s) in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

FILED  
01 MAY 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**  
**AND**  
**TRANSFER OF MEMBERS' INTEREST**

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

**ARTICLE VII**  
**MEMBERS AND MANAGEMENT OF BUSINESS**

The name(s) and address of the member(s) of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Dimitri Delgado	2836 Seabreeze Drive South Gulfport, FL 33707-3910
Jenny Delgado	2836 Seabreeze Drive South Gulfport, FL 33707-3910

The business of this Limited Liability Company shall be managed by a special manager. Dimitri Delgado is hereby appointed as special manager to carry out the day to day business of this Limited Liability Company. The special manager is authorized to employ personnel to conduct the business of this Limited Liability Company. The special manager may, without the prior approval of the member(s), bind the Limited Liability Company for any obligation. The Limited Liability Company is to be managed by the special manager and is, therefore, a manager-managed company.

FILED

APR 29 PM 12:10  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**ARTICLE VIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors of assets provided in dissolution.

**ARTICLE IX**  
**AMENDMENTS**

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, have executed these Articles of Organization on May 24, 2001.

Dimitri Delgado  
Dimitri Delgado, Member

Jenny Delgado  
Jenny Delgado, Member

Connecticut  
STATE OF FLORIDA )  
COUNTY OF Jefferson Bridgeport

01 MAY 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The foregoing Instrument was acknowledged before me this 24th day of May, 2001, by Dimitri Delgado and Jenny Delgado, as members of DJD Enterprises, LLC. They are personally known to me or who have produced Driver's License as identification, and did take an oath.

My Commission Expires:

Donna Lee McGrath  
Notary Public, State of Florida

Notary's printed name & address:

\_\_\_\_\_  
DONNA-LEE McGRATH  
NOTARY PUBLIC  
STATE OF CONNECTICUT  
My Commission Expires March 31, 2004

## OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

**DJD Enterprises, LLC**

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 as provided in Section 608 of the Florida Statutes.

Dated this 24<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Jeffrey C. Roth

**FILED**  
01 MAY 29 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA