

LOI 000009274



ACCOUNT NO. : 072100000032

REFERENCE : 180626 / 7132640

AUTHORIZATION :

COST LIMIT : \$ 155.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ORDER DATE : June 11, 2001

ORDER TIME : 11:35 AM

ORDER NO. : 180626-005

CUSTOMER NO: 7132640

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CUSTOMER: Ms. Carolyn M. Sookram  
Buchanan Ingersoll, P.c.

Suntrust Financial Center  
401 E. Jackson Street, #2500  
Tampa, FL 33602

DOMESTIC FILING

NAME: GIBSONIA FLOWER SHOP, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

LOI-9274

T. CLINE

**ARTICLES OF ORGANIZATION  
OF  
GIBSONIA FLOWER SHOP, LLC**

The undersigned hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida (the "Florida Limited Liability Company Act" or the "Act").

**ARTICLE I  
NAME**

The name of the Limited Liability Company is Gibsonia Flower Shop, LLC (the "Limited Liability Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

935 Gibsonia-Galloway Road  
Lakeland, Polk County, Florida 33809

**ARTICLE III  
INITIAL REGISTERED AGENT**

The name and the Florida street address of the initial registered agent of the Limited Liability Company is:

James J. Kennedy, III, Esquire  
Buchanan Ingersoll, P.C.  
401 E. Jackson Street  
Suite 2500  
Tampa, Florida 33602

**ARTICLE IV  
MANAGEMENT BY MANAGERS**

The Limited Liability Company will be managed by one or more managers and is therefore, a manager-managed company.

**ARTICLE V  
LIMITATION ON AGENCY AND AUTHORITY OF MEMBERS**

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Limited Liability Company shall be an agent of the Limited Liability Company for the purposes of its business solely by reason of being a member. No member shall have the power

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or authority to take or engage in any action in the name of the Limited Liability Company, including but not limited to incurring debt or contractual liability to bind the Limited Liability Company or transferring any interest in the real property or assets of the Limited Liability Company, solely by reason of being a member. The power and authority of members shall be as otherwise provided in the Operating Agreement of the Limited Liability Company.

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

The members may admit additional members to the Limited Liability Company only by unanimous written consent.

**ARTICLE VII**  
**MEMBERS' RIGHT TO CONTINUE BUSINESS**

Upon the unanimous agreement of all of the remaining members, the remaining members shall have the right to continue the business of the Limited Liability Company 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 a member.

**ARTICLE VIII**  
**AMENDMENT**

These Articles of Organization may be amended or restated only by the vote of approval of a majority-in-interest of the members in accordance with the voting procedures outlined in the Operating Agreement of the Limited Liability Company.

**IN WITNESS WHEREOF**, the undersigned, being all of the initial members of the Limited Liability Company, have executed these Articles of Organization this 27<sup>th</sup> day of June, 2001.

**(In accordance with Section 608.408(3) of the Florida Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)**

  
Marilyn Sorah, Member

  
Diane Heth, Member

  
Kenneth Sorah, Member

  
John Heth, Member

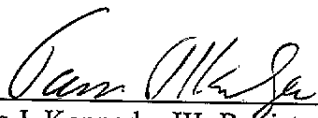
  
Kelle Cope, Member

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF ORGANIZATION**

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 as provided for in Chapter 608, Florida Statutes.

Dated: June 7, 2001.

  
James J. Kennedy, III, Registered Agent

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