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ACCOUNT NO. : 072100000032

REFERENCE : 203815 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 2001

ORDER TIME : 12:52 PM

ORDER NO. : 203815-005

CUSTOMER NO: 81093A

CUSTOMER: Mr. Craig R. Hersch
Sheppard Brett Stewart &
Hersch, P.a.
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

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***155.00 ***155.00

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DOMESTIC FILING

NAME: BANYAN TREE BOOKS & CAFE,
L.L.C.

EFFECTIVE DATE: _____

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132
EXAMINER'S INITIALS: _____

RECEIVED
01 JUN 28 PM 2:28
DIVISION OF CORPORATION

VB
6-28-01
AND
FILED
01 JUN 28 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BANYAN TREE BOOKS & CAFE, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be BANYAN TREE BOOKS & CAFE, L.L.C. ("Company"). The principal office of the Company shall be: 14330-B Harbour Links Court, Fort Myers, Florida 33908.

ARTICLE II
MAILING ADDRESS

The mailing address of the Company shall be: 14330-B Harbour Links Court, Fort Myers, Florida 33908.

ARTICLE III
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization, the Regulations or the Operating Agreement.

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate a bookstore and cafe. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: CARL E. PALERMO, JR., 14330-B Harbour Links Court, Fort Myers, Florida 33908.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VI
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall continue until dissolved as provided in the Regulations and Operating Agreement.

ARTICLE VIII
MANAGEMENT

The Company shall be a manager-managed company, and shall be managed by CARL E. PALERMO, JR., whose address is: 14330-B Harbour Links Court, Fort Myers, Florida 33908. The Operation Agreement adopted by the Company may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with Florida law or these Articles of Organization. The names and addresses of the members of the Company are:

NAME

ADDRESS

GRAPPA L.L.C.

c/o 14330-B Harbour Links Court
Fort Myers, Florida 33908

(BANYAN TREE BOOKS & CAFE, L.L.C. is a wholly owned subsidiary of GRAPPA L.L.C.)

IN WITNESS WHEREOF, the undersigned member has made and subscribed these
Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this
26TH day of JUNE, 2001.

GRAPA L.L.C.

By: _____

Carl E. Palermo, Jr.

01 JUN 28 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26TH day of JUNE, 2001 by CARL E. PALERMO, JR., who (☒) is personally known to me or () has produced N/A as identification.

(SEAL)
Comm. Expires
Comm. No.

Craig R. Hersch
Notary Public
CRAIG R. HERSCH
Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT



Having been named as registered agent and to accept service of process for BANYAN TREE BOOKS & CAFE, L.L.C., at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

Carl E. Palermo, Jr.
Carl E. Palermo, Jr.

Date: 6/24/01

01 JUN 28 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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