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ALBERT R. COOK, P.A.

ATTORNEY AT LAW

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Post Office Box 180895
5250 So. U.S. Highway 17-92
CASSELBERRY, FLORIDA 32718-0895

September 6, 2001

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

00167
9/20
00789-01122-00671

RE: Filing of Articles of Organization of
Babb Corporation of Florida, LLC

FILED

Dear Sir or Madam:

Enclosed please find the Articles of Organization of Babb Corporation of Florida, LLC, together with a separately acknowledged Certificate of Designation of Registered Agent. Also enclosed please find this firm's check in the amount of \$125.00 representing the filing fee for the Application and for the Designation of Registered Agent. Would you please process this and issue your letter of acknowledgment indicating that the requirements of Chapter 608.4081 have been accomplished. The original and one exact copy, together with the filing fee required by the Statute, accompany this letter. Please make your response to the post office box address indicated on this stationery.

Sincerely yours,

400004578124--8
-09/10/01--01089--010
***125.00 ***125.00

Albert R. Cook 1001-21245

ALBERT R. COOK

ARC/ois
Encls.

CC: Clients

FILED
01 SEP 26 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 12, 2001

ALBERT R. COOK
POST OFFICE BOX 180895
CASSELBERRY, FL 32718-0895

SUBJECT: BABB CORPORATION OF FLORIDA, LLC
Ref. Number: W01000021245

We have received your document for BABB CORPORATION OF FLORIDA, 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):

The name of the entity cannot include "Corporation." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 501A00051319



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 20, 2001

ALBERT R. COOK
POST OFFICE BOX 180895
CASSELBERRY, FL 32718-0895

SUBJECT: BABB CORPORATION OF FLORIDA, LLC
Ref. Number: W01000021245

We have received your document for BABB CORPORATION OF FLORIDA, 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):

You failed to make the correction(s) requested in our previous letter.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 101A00052635

**ARTICLES OF ORGANIZATION OF
BABB OF FLORIDA, LLC,
a Limited Liability Company**

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 this limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **BABB OF FLORIDA, LLC**, and the principal office and mailing address of the entity shall be as follows: **3227 Herons Point Circle, Kissimmee, Florida 34741**, County of Osceola, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSE AND POWER

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 contract for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or

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TALLAHASSEE, FLORIDA

foreign state, government, or governmental authority, or of any political or administrative subdivision, or departure, 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, 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 other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall no be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business of 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

EXERCISE OF 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 majority vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of the members or until his successor is elected and qualified is: **Scott B. Looney, 3227 Herons Point Circle, Kissimmee, FL 34741.** This is a Manager-Managed Company.

ARTICLE V
INITIAL MEMBERS

The following are the initial members of the company whose percentage of ownership and address is indicated following their name:

Babb of Florida, LLC, 66.67%
c/o Frank S. Dennis, III, President
7 Tall Pine Circle, Augusta, GA 30909

Scott B. Looney, 33.33%
3227 Herons Point Circle, Kissimmee, FL 34741

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

ARTICLE VII

CAPITAL CONTRIBUTIONS

An initial Capital contribution in the amount of \$20,000.00 cash shall be paid to the limited liability company by the members proportional to their ownership interest. Additional contributions will be made as required for investment purposes, as determined by subsequent vote of the members.

ARTICLE VIII

PROFIT AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a proportionate share of the profits measured by their ownership interest. The distributive share of the profits shall be determined and paid to the members annually in the manner set forth in the Regulations governing the 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 profit of the business, or if these sources are insufficient to cover such losses, by the members in their proportionate share of ownership in the company.

ARTICLE IX

DURATION

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

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3227 Herons Point Circle, Kissimmee, Florida 34741, County of Osceola, and the name of the company's initial registered agent at that address is **Scott B. Looney**.

The undersigned, being one of the original members of the limited liability company,

certify that this instrument constitutes the proposed Articles of Organization of **BABB OF FLORIDA, LLC**.

Executed by the undersigned at Kissimmee, Osceola County, Florida, on September 17th, 2001.



SCOTT B. LOONEY

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BABB OF FLORIDA, LLC

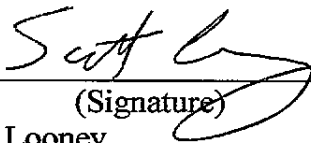
2. The name and the Florida street address of the registered agent and office are:

Scott B. Looney
(Name)

3227 Herons Point Circle
(Florida street address (P.O. Box **NOT** acceptable))

Kissimmee, FL 34741
(City/State/Zip)

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, F.S.


(Signature)

Scott B. Looney

\$100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certified of Status (optional)