

**BORDELON LAW FIRM**  
P.A.

Established 1974

John S. Bordelon  
Master of Laws  
Also admitted in Louisiana

Tel (850) 934-1000  
Fax (850) 934-1050

September 18, 2001

**VIA AIRBORNE EXPRESS**

**ARTICLE # 6438990950**

Florida Department of State

Division Of Corporations

409 East Gaines Street

Tallahassee, FL 32399

Re: G&G Properties  
Our File No.: 1091-000188

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy in the self-addressed stamped enclosed.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$125.00 for the filing fee.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,  
**Bordelon Law Firm, P.A.**

John S. Bordelon, Esq.

JSB/tmt

Enclosures

pc: Gary and Gloria Miller

FILED  
01 OCT 15 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*125.00 \*\*\*\*125.00

*John S. Bordelon* W01-22426



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 27, 2001

JOHN S. BORDELON, ESQ.  
BORDELON LAW FIRM  
2721 GULF BREEZE PARKWAY  
GULF BREEZE, FL 32563

SUBJECT: G&G PROPERTIES  
Ref. Number: W01000022426

We have received your document for G&G PROPERTIES 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 301A00053730

**ARTICLES OF ORGANIZATION**  
**OF G&G PROPERTIES, L.L.C.**

The undersigned husband and wife 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 the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be G&G Properties, L.L.C., and its principal office shall be located at 8665 El Paseo Street in the County of Santa Rosa, 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. The mailing address for G&G Properties, L.L.C. is 8665 El Paseo Street, Navarre, Florida 32566.

**ARTICLE II**

**PURPOSES AND POWERS**

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 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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TALLAHASSEE, FLORIDA

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 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.

The several clauses contained in this statement of the general nature of the business or 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 unanimous vote of the members of the limited liability company.

## **ARTICLE IV**

### **MANAGEMENT**

This limited liability company shall be managed by two managers. The name(s) and address(es) of the person(s) who shall serve until their successors are elected and qualified are as follows: Gary Miller, 8665 El Paseo Street, Navarre, Florida 32566 and Gloria Miller, 8665 El Paseo Street, Navarre, Florida 32566.

## **ARTICLE V**

### **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 VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation 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 distributive share of the profits or to the distributive share of the profits specified. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the

commencement of business of the limited liability company, the month and day of the commencement date being September 1, 2001.

- (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 these sources are insufficient to cover such losses, by the members in equal shares. Notwithstanding anything to the contrary herein contained no member of the LLC shall be responsible for any losses attributable to any claims of judgment creditors of the LLC.

## **ARTICLE VIII**

### **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.

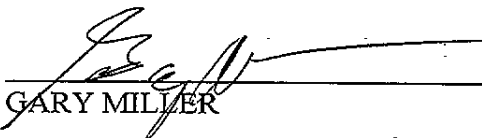
## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 8665 El Paseo Street, Navarre, Florida and the name of the company's initial registered agent at that address is Gary Miller.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of G&G Properties, L.L.C.

Executed by the undersigned on September 10, 2001.

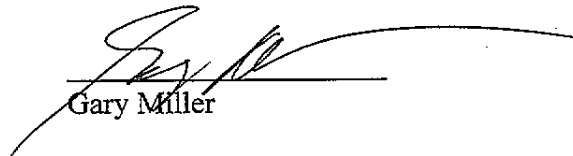
  
\_\_\_\_\_  
GARY MILLER

  
\_\_\_\_\_  
GLORIA MILLER

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of September, 2001.



Gary Miller