

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Holly Uc

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: AW

Name _____

Date 12/6

Time _____

Walk-In _____

Will Pick Up _____

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ☒ Certificate of Status _____
- ☒ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JP
12-6-01

ARTICLES OF ORGANIZATION
OF
HOLLY, LLC

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

The name of the limited liability company shall be HOLLY, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 3300 NE 40 Street, Ft. Lauderdale, FL 33308.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Sheldon Shore, 3300 NE 40 Street, Ft. Lauderdale, FL 33308.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These

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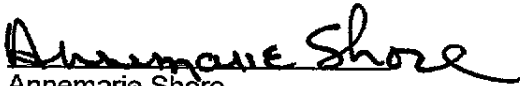
regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

Sheldon Shore
3300 NE 40 Street, Ft. Lauderdale, FL 33308

Annemarie Shore
3300 NE 40 Street, Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Ft. Lauderdale, Florida, on December 5, 2001.


Sheldon Shore


Annemarie Shore

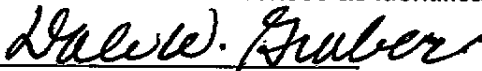
ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of HOLLY, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

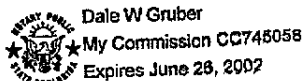

Sheldon Shore

STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to and subscribed before me this 5 day of ~~November~~ **DECEMBER**, 2001, by Sheldon Shore and Annemarie Shore, who provided their Florida driver's licenses as identification.


Notary Public

My Commission expires:



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AND
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