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PIERRE A. L. MOMMERS  
ATTORNEY AT LAW

2351 W. Eau Gallie Blvd., Suite 1

Melbourne, FL 32935

Telephone: (321) 751-1000

Facsimile: (321) 752-0027



TRANSMITTAL LETTER

December 6, 2001

12/10  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*155.00 \*\*\*155.00

**Re: Mac Daddy's Underground, LLC**  
**A Florida Limited Liability Company**

MMH

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization and a check for \$155.00 representing the \$100.00 filing fee, the \$25.00 registered agent fee, and the \$30.00 fee for certifying a copy of the Articles of Organization for Mac Daddy's Underground, LLC.

Please return the certified copy to me in the envelope provided. Thank you.

Sincerely,

Pierre A.L. Mommers

PALM/sm  
encls.

cc: Glen Molin

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR  
MAC DADDY'S UNDERGROUND, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

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

**ARTICLE I - Name**

The name of the limited liability company (hereinafter "the company") shall be Mac Daddy's Underground, LLC.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the company are 1365 Cypress Avenue, Melbourne, Florida, 32935.

**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 period of duration of the company shall be perpetual.

**ARTICLE IV - Registered Office and Agent**

The name and street address of the registered agent of the company in the state of Florida are Glen Molin, 1365 Cypress Avenue, Melbourne, Florida, 32935.

**ARTICLE V - Purpose(s)**

The company may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE VI - Admission of Additional Members:**

Except as set forth in the regulations of the company, no additional members shall be admitted to the company except with the unanimous written consent of all of the members of the company and on such terms and conditions as shall be determined by all of 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

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TALLAHASSEE, FLORIDA

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management of the business and affairs of the company or become a member unless all of 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 VII - Dissolution and Members Rights to Continue Business**

The company shall be dissolved upon the occurrence of any of the following events:

1. When the period fixed for the duration of this company expires.
2. By the unanimous written agreement of all of the members.
3. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager in this company or the occurrence of any other event which terminates the continued membership of a member in this company.

Upon the occurrence of one of these events, the remaining member(s) of the company may agree by unanimous vote of all of the members to continue the business.

#### **ARTICLE VIII - 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 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 name(s) and address(es) of the managing member(s) is/are:

1. Glen Molin, 1365 Cypress Avenue, Melbourne, Florida, 32925.

#### **ARTICLE IX - Indemnification**

The company shall indemnify and hold harmless from liability any organizer, manager, or member to the full extent permitted by law.

**ARTICLE X - Amendment**

These articles of organization may only be amended by the unanimous consent of all the members.

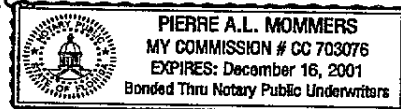
IN WITNESS WHEREOF, the undersigned organizer(s) has made and subscribed these articles of organization at Melbourne, Brevard County, Florida, on 12-5, 2001.

Glen Molin  
Glen Molin

SWORN TO AND SUBSCRIBED before me this 5 day of December, 2001, by Glen Molin, ( ) who is personally known to me or (X) produced Florida Drivers License as identification.

[Signature]  
NOTARY PUBLIC

My Commission expires:



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

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 MAC DADDY'S UNDERGROUND, LLC.

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

Glen Molin  
1365 Cypress Avenue  
Melbourne, FL 32935

*Having been named as registered agent in the articles of organization of this company, I hereby consent to accept service of process for this company at the place designated above and in the articles of organization, and 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.*

  
\_\_\_\_\_  
Glen Molin  
REGISTERED AGENT