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**The Law Offices of Sean F. Bogle, P.A.**

P.O. Box 151358, Altamonte Springs, FL 32715-1358  
706 Turnbull Avenue, Suite 203, Altamonte Springs, FL 32701  
Phone: 407-834-3311 Fax: 407-834-3302

Sean F. Bogle, MBA, J.D. \*

Catherine M. Outlan, Paralegal

\* Also Admitted in the District of Columbia

Thursday, December 13, 2001

Division of Corporations  
Registration Section  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 20 PM 2:12

RE: One Roof Tobacco, LLC

To Whom It May Concern:

Enclosed please find and kindly file the enclosed Articles of Organization and Acceptance of Registered Agent for One Roof Tobacco, LLC. This LLC was electronically filed on February 15, 2001 via the Electronic Filing Cover Sheet, Control Number H01000017683 3. There is no record of this transaction on the Department of State Division of Corporations website. Please confirm with our office that this information has been properly filed and docketed. Thank you for your assistance.

Sincerely,

  
Sean Bogle

SFB/mg

Enclosure (as stated)

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**Florida Department of State**

Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

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((H01000017683 3)))

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**To:**

Division of Corporations  
Fax Number : (850) 922-4003

**From:**

Account Name : BOGLE & SCHULMAN P.A.  
Account Number : I19990000054  
Phone : (407) 834-3311  
Fax Number : (407) 834-3302

**LIMITED LIABILITY COMPANY**

**One Roof Tobacco, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 01       |
| Estimated Charge      | \$125.00 |

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 30, 2002

SEAN BOGLE, ESQUIRE  
PO BOX 151358  
ALTAMONTE SPRINGS, FL 32715-1358

SUBJECT: ONE ROOF TOBACCO, LLC  
Ref. Number: W02000000423

We have received your document for ONE ROOF TOBACCO, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you still desire a December 20th file date, you must submit the applicable fees within the next 60 days.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock  
Sr. Corporate Section Administrator

Letter Number: 102A00005759

# **The Law Offices of Sean F. Bogle, P.A.**

P.O. Box 151358, Altamonte Springs, FL 32715-1358  
706 Turnbull Avenue, Suite 203, Altamonte Springs, FL 32701  
Phone: 407-834-3311 Fax: 407-834-3302

Sean F. Bogle, MBA, J.D. \*

Catherine M. Outlan, Paralegal

\* Also Admitted in the District of Columbia

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Friday, February 08, 2002

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Attention: Brenda Tadlock

RE: One Roof Tobacco, LLC

Ms. Tadlock:

Enclosed please find our Check Number 5698 in the amount of \$125.00. Please provide our office with confirmation of filing at your earliest convenience. Please contact our office with any questions. Thank you for your assistance.

Sincerely,

  
Sean Bogle

Enclosure (as stated)

ARTICLES OF ORGANIZATION  
OF  
ONE ROOF TOBACCO, 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

The name of the Limited Liability Company shall be ONE ROOF TOBACCO, L.L.C. (hereinafter "Company").

ARTICLE II --- ADDRESS

The mailing address and street address of the principal office of the Company shall be 1792 Cranberry Isles Way, Apopka, FL 32712.

ARTICLE III --- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV --- REGISTERED OFFICE AND AGENT

The name of the Registered Agent of the Company in the State of Florida is Sean Bogle, Esq., and the street address of the Registered Agent's office is 706 Turnbull Avenue, Suite 203, Altamonte Springs, FL 32701.

ARTICLE V --- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the company the cash or property as mutually agreed between them.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII -- 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 on such terms and conditions as shall be determined by all the members. A member may transfer his or her

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DIVISION OF CORPORATIONS

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 VIII -- TERMINATION OF EXISTENCE

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 the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX --- MANAGEMENT

The Company shall be managed by the managing member, Paul R. Walsh, Jr., 1904 Canyonwood Court, Valrico, FL 33594, 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 names, addresses and proportionate interest of the members of the company are:

|  |                                    |
|--|------------------------------------|
| One Roof, LLC<br>Donald J. Bores, Sr.<br>Patrick Flannery<br>1792 Cranberry Isles Way<br>Apopka, FL 32712, | [Sixty-six (66%) Percent Interest] |
|--|------------------------------------|

|  |                                   |
|--|-----------------------------------|
| Paul R. Walsh, Jr.<br>1904 Canyonwood Court<br>Valrico, FL 33594 | [Eighteen (18%) Percent Interest] |
|--|-----------------------------------|

|   |                               |
|---|-------------------------------|
| Michael J. Kirkwood<br>28 Ash Street<br>Basking Ridge, NJ 07920 | [Eight (8%) Percent Interest] |
|---|-------------------------------|

|  |                               |
|--|-------------------------------|
| Viscidi Communications, Inc.<br><del>Paul</del> Viscidi<br>One Hollis Street<br>Suite 305<br>Wellesley, MA 02482 | [Eight (8%) Percent Interest] |
|--|-------------------------------|

PL Phil

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Seminole County, State of Florida, on this 4 day of May, 2001.

Donald J. Bores Sr.  
Donald J. Bores, Sr., One Roof, LLC

STATE OF Florida  
COUNTY OF Seminole

Sworn to and subscribed before me this 4 day of May, 2001, by Donald J. Bores, Sr. of One Roof, LLC who acknowledged this document as the Articles of Organization and signed it willingly.

Catherine Polgar  
Notary Public - State of Florida

Print Name:

Personally Known ☒ OR Produced Identification \_\_\_\_\_

Type of Identification Produced ..... (Seal)



CATHERINE M. POLGAR  
COMMISSION # CC 677959  
EXPIRES SEP 7, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Patrick L. Flannery  
Patrick Flannery, One Roof, LLC

STATE OF Florida  
COUNTY OF Seminole

Sworn to and subscribed before me this 4 day of May, 2001, by Patrick Flannery of One Roof, LLC who acknowledged this document as the Articles of Organization and signed it willingly.

Catherine Polgar  
Notary Public - State of Florida

Print Name:

Personally Known ☒ OR Produced Identification \_\_\_\_\_

Type of Identification Produced ..... (Seal)



CATHERINE M. POLGAR  
COMMISSION # CC 677959  
EXPIRES SEP 7, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Phil Viscidi  
Phil Viscidi, Viscidi Communications, Inc.

STATE OF Florida  
COUNTY OF Seminole

Sworn to and subscribed before me this 4 day of May, 2001, by Phil Viscidi of Viscidi Communications, Inc. who acknowledged this document as the Articles of Organization and signed it willingly.

Catherine Polgar  
Notary Public - State of Florida

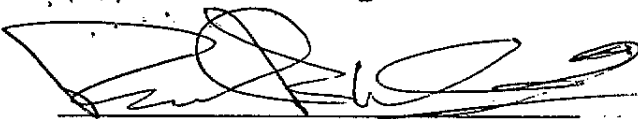
Print Name:

Personally Known \_\_\_\_\_ OR Produced Identification FLD

Type of Identification Produced FLD ..... (Seal)



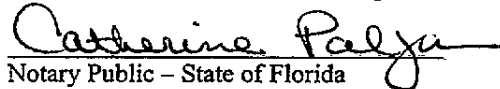
CATHERINE M. POLGAR  
COMMISSION # CC 677959  
EXPIRES SEP 7, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.



Paul R. Walsh, Jr.

STATE OF Florida  
 COUNTY OF Seminole

Sworn to and subscribed before me this 4 day of May 2001, by  
 Paul R. Walsh, Jr. who acknowledged this document as the Articles of Organization and signed it willingly.



Notary Public - State of Florida

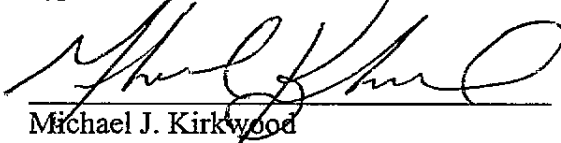
Print Name:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced ..... (Seal)



CATHERINE M. POLGAR  
 COMMISSION # CC 677959  
 EXPIRES SEP 7, 2001  
 BONDED THRU  
 ATLANTIC BONDING CO., INC.



Michael J. Kirkwood

STATE OF Florida  
 COUNTY OF Seminole

Sworn to and subscribed before me this 4 day of May 2001, by  
 Michael J. Kirkwood who acknowledged this document as the Articles of Organization and signed it willingly.



Notary Public - State of Florida

Print Name:

Personally Known ☐ OR Produced Identification ☒Type of Identification Produced FLD ..... (Seal)

CATHERINE M. POLGAR  
 COMMISSION # CC 677959  
 EXPIRES SEP 7, 2001  
 BONDED THRU  
 ATLANTIC BONDING CO., INC.

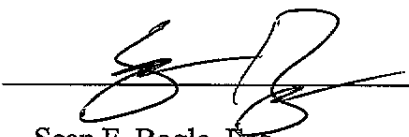
(In accordance with F.S. 608.408 (3), the execution of this affidavit constitutes under the penalties of perjury that the facts herein are true.)



## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ONE ROOF TOBACCO, L.L.C., 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.

Dated this 4 day of MAY, 2001



Sean F. Bogle, Esq.  
Florida Bar No. 0106313  
Law Offices of Sean F. Bogle, P.A.  
706 Turnbull Avenue  
Suite 203  
Altamonte Springs, FL 32701  
407-834-3311  
Registered Agent for  
ONE ROOF TOBACCO, L.L.C.

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