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**CHEESEMAN AND PHILLIPS**  
*Attorneys & Counsellors at Law*

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April 2, 2002

Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: Pete & Ben, LLC.**

To Whom It May Concern:

Enclosed for filing are the original Articles of Dissolution for Pete & Ben, Inc., and original Articles of Organization for the above referenced company. Also enclosed is our check in the sum of \$125.00 for payment of the filing fees.

Please furnish me with a certified copy of the Articles.

If you should require any additional fees, please feel free to contact me.

Thank you for your cooperation in this matter.

Yours truly,

Jerrold K. Phillips

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JKP/gs  
Enclosure(s)  
cc: Joshua S. Unger

Name
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Document Examiner
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Updater Verifier
Acknowledgement
W. P. Verifier

L02-8650

**ARTICLES OF ORGANIZATION  
OF  
PETE & BEN, 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 PETE & BEN, LLC.

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the company is 331 N. Washington Drive, Sarasota, Florida 34236.

**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 Joshua Unger, 331 N. Washington Drive, Sarasota, Florida 34236.

**ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company.

**ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

**ARTICLE VII – 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

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TALLAHASSEE, FLORIDA

the business and affairs of the company or become a member unless 75% 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 VIII – 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 IX – MANAGEMENT

The company shall be managed by a manager 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 and address of the initial manager of the company are Joshua Unger, 331 N. Washington Drive, Sarasota, Florida 34236.

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 names and addresses of the members of the company are Joshua Unger, 331 N. Washington Drive, Sarasota, Florida 34236.

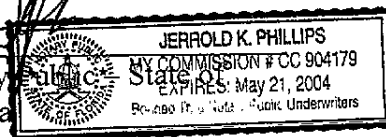
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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on this 29<sup>th</sup> day of March, 2002.

  
\_\_\_\_\_  
Joshua Unger

Sworn to and subscribed before me this 29<sup>th</sup> day of March, 2002 by  
Joshua Unger.

\_\_\_\_\_  
Notary Public  
Florida  
(Seal)



Personally known        or  
Produced identification         
Type of identification         
Produced       

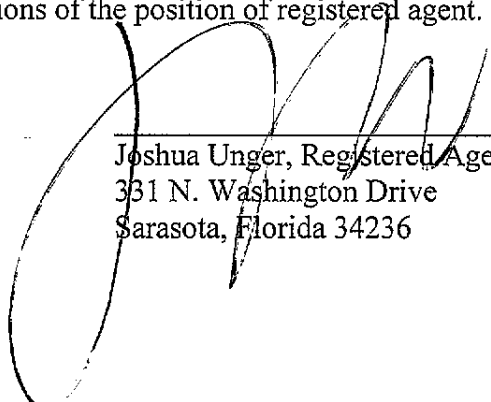
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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, PETE & BEN, LLC, 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 PETE & BEN, LLC.
2. The name and street address of the registered agent in Florida are Joshua Unger, 331 N. Washington Drive, Sarasota, Florida 34236.

The undersigned, being the person named in the articles of organization of PETE & BEN, 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 duties, and is familiar with and accepts the obligations of the position of registered agent.



Joshua Unger, Registered Agent  
331 N. Washington Drive  
Sarasota, Florida 34236

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