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THE TIDEWATER BUILDING

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May 2 200

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

5/24

MJH

Re: Incorporation of the  
Articles of Organization  
of Brewers Coffee Company, L.L.C.

700005609877--8  
-05/24/02--01034--004  
\*\*\*\*125.00 \*\*\*\*125.00

Gentlemen:

Enclosed please find the original and two copies of the Articles of Organization of Brewers Coffee Company, L.L.C. Also enclosed is my check in the amount of \$125.00 to cover the \$100.00 filing fee and \$25.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

*W. Gus Belcher, II*

W. GUS BELCHER, II

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02 MAY 24 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WGB/cl

Enclosures: as stated.

K02.1b:Helms.L1

**ARTICLES OF ORGANIZATION**  
**OF**  
**BREWERS COFFEE COMPANY, L.L.C.**

The undersigned certify that they desire to become 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 BREWERS COFFEE COMPANY, L.L.C., and its principal office address and mailing address shall be 4426 S.E. 20th Place, Cape Coral, Florida 33904 in the County of Lee, State of Florida, but shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**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.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.

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 law, 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**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Paul B. Helms  
11507 Timberline Circle  
Fort Myers, Florida 33912

William A. Jacobelli  
4426 S.E. 20th Place  
Cape Coral, Florida 33904

John M. Carsi  
2223 S.E. 15th Avenue  
Cape Coral, Florida 33990

### **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 Five Thousand Dollars (\$5,000.00) cash shall be paid to the limited liability company by one member. 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 a distributive share of the profits based on the percentage of ownership of each member. The distributive share of the profits shall be determined and paid to the members as authorized by the members.

(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 amounts equal to the percentage of ownership of each member.

#### **ARTICLE VIII**

##### **DURATION**

This limited liability company shall exist until dissolved in the 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 1375 Jackson Street, Suite 303, Fort Myers, Florida 33901, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is W. Gus Belcher, II.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BREWERS COFFEE COMPANY, L.L.C.

Executed by the undersigned at Fort Myers, Lee County,  
Florida on this 21<sup>st</sup> day of May, 2002.

Paul B. Helms  
PAUL B. HELMS

William A. Jacobelli  
WILLIAM A. JACOBELLI

John M. Carisi  
JOHN M. CARSI

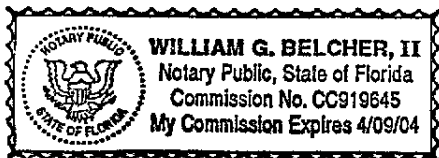
STATE OF FLORIDA    )  
                              )  
COUNTY OF LEE        )

BEFORE ME, the undersigned authority, authorized to  
administer oaths and take acknowledgements, this day personally  
appeared PAUL B. HELMS, who is personally known to me or who  
has produced \_\_\_\_\_ as  
identification, and who did take an oath, and who has  
acknowledged before me that he has read and executed the  
foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16<sup>th</sup> day of  
May, 2002.

My commission expires:

William G. Belcher II  
NOTARY PUBLIC  
Name: \_\_\_\_\_



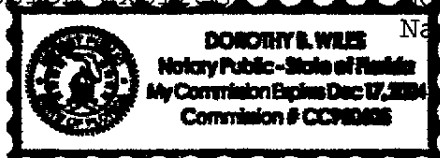


STATE OF FLORIDA     )  
                                   )  
COUNTY OF LEE         )

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared WILLIAM A. JACOBELLI, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

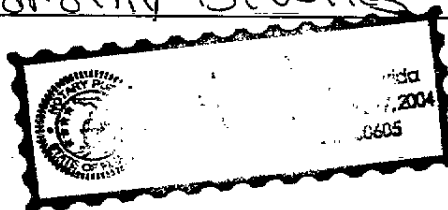
WITNESS my hand and official seal this 21<sup>st</sup> day of May, 2002.

My commission expires:



NOTARY PUBLIC

Name: Dorothy B. Wiles

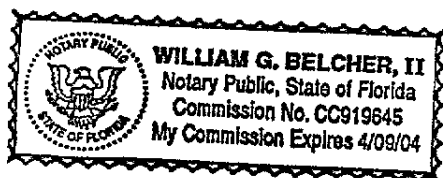


STATE OF FLORIDA     )  
                                   )  
COUNTY OF LEE         )

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared JOHN M. CARSI, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16<sup>th</sup> day of May, 2002.

My commission expires:



NOTARY PUBLIC

Name: \_\_\_\_\_

**STATEMENT DESIGNATING REGISTERED AGENT  
AND OFFICE**

STATE OF FLORIDA    )  
                              )  
COUNTY OF LEE       )

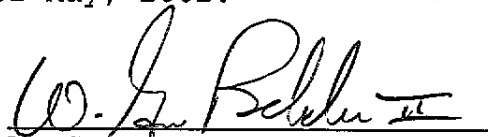
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BREWERS COFFEE COMPANY, L.L.C.

The name of the registered agent for BREWERS COFFEE COMPANY, L.L.C. is W. GUS BELCHER, II, and the street address of the company's registered office where the agent is located is 1375 Jackson Street, Suite 303, Fort Myers, Florida 33901.

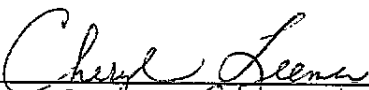
This statement is to acknowledge that, as indicated above, BREWERS COFFEE COMPANY, L.L.C., has appointed me, W. GUS BELCHER, II, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and competent performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 21<sup>st</sup> day of May, 2002.

  
W. GUS BELCHER, II

The foregoing instrument was acknowledged before me  
this 21<sup>st</sup> day of May, 2002, by W. GUS BELCHER, II, agent on behalf  
of BREWERS COFFEE COMPANY, L.L.C., a limited liability company.  
He is personally known to me or has produced \_\_\_\_\_  
as identification.

NOTARY PUBLIC - STATE OF FLORIDA:

  
Printed Name: Cheryl Leeman

Affix Seal Below:

