

L02000015434

LAW OFFICE
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TAMPA, FLORIDA 33605

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LICENSED IN FLORIDA AND TEXAS

June 6, 2002

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***293.75 ***293.75

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

SUBJECT: Lucky Ventures Eleven LLC

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Organization for LUCKY VENTURES ELEVEN LLC and a check for \$293.75 for the filing fee, Registered Agent Designation and Certified Copy of the Articles.

Please send to: Buddy J. Levy
2109 Palm Ave.
Suite 203
Tampa, Florida 33605

FILED
02 JUN 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your time and attention to this matter.

Sincerely,

Name	Buddy J. Levy
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

① mailing address
② date 6
③ affidavit
no longer required

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6 pages
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June 18, 2002

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

SUBJECT: Lucky Ventures Eleven LLC

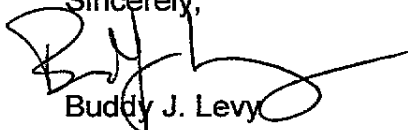
Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Organization for **LUCKY VENTURES ELEVEN LLC** as revised pursuant to your correspondence (copy enclosed) and refund form.

Please send to: Buddy J. Levy
2109 Palm Ave.
Suite 203
Tampa, Florida 33605

Thank you for your time and attention to this matter.

Sincerely,


Buddy J. Levy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 12, 2002

BUDDY J. LEVY
2109 PALM AVE., SUITE 203
TAMPA, FL 33605

SUBJECT: LUCKY VENTURES ELEVEN LLC
Ref. Number: W02000017086

We have received your document for LUCKY VENTURES ELEVEN LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

In section 6 of your articles you need to delete any reference to the Affidavit of Membership and Contributions. You have overpaid on the filing fees for this limited liability company. Please sign the attached refund application and return it with your documents.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 402A00038491

**Articles of Organization for
LUCKY VENTURES ELEVEN LLC**

The undersigned person, acting as an organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following articles of organization:

1. **Name.** The name of this limited liability company is "LUCKY VENTURES ELEVEN LLC."
2. **Duration.** The LLC's period of duration is seven (7) years, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** This limited liability company is organized to conduct all lawful purposes allowed under the F.S. 608.
4. **Principal Place of Business.** The address of its principal place of business and mailing address is:

5643 Monte Rosso Road
Sarasota, FL 34243

5. **Registered Agent & Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these articles, is:

DONALD M. NODHOLM
5643 Monte Rosso Road
Sarasota, FL 34243

The address of its registered office is:

5643 Monte Rosso Road
Sarasota, FL 34243

6. **Capitalization.** The capital contributions of the members shall registered in the records of the limited liability company.

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TALLAHASSEE, FLORIDA

7. **Additional Capital Contribution of Members.** Additional capital contributions may be contributed only upon the majority vote, in interest, of the members and the approval of the member-manager. To the extent any member fails to timely contribute that member's additional contribution, the ownership interest of the noncontributing member shall be diluted on a pro rata basis.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as set forth by the member-manager pursuant to provisions in the operating agreement.
9. **Continuity.** The members of this limited liability company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in this limited liability company. Continuation may occur only pursuant to the terms of the F.S. 608.
10. **Return of Capital and Distribution of Profits.** The members' right to a return of capital shall be determined from the company's books as of the effective date of an interim distribution, sale of the property and/or termination of the company, provided generally accepted accounting practices permit a return without jeopardizing the company's financial solvency. Members agree to share income and surplus according to the percentage of their ownership in the company.
11. **Withdrawal of a Member.** The withdrawal of a member from the company may occur only pursuant to the terms of F.S. 608.
12. **Management.** The business of the company shall be managed by one member-manager and is, therefore, a manager – managed company. The name and address of the member-manager of the company is:

DONALD M. NODHOLM
5643 Monte Rosso Road
Sarasota, FL 34243

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TALLAHASSEE, FLORIDA

13. **Agency Powers of Manager.** The member-manager of this company has the express and specific agency power to bind the company. The member-manager shall have the power to adopt, alter, amend or repeal the operating agreement.

14. **Indemnification.** This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

Conducted himself/herself/ itself in good faith:

Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and,

In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the F.S. 608.

15. **Sole Property.** It is the specific intent of the members and this LLC that each member's ownership interest is in the sole name of the member and is deemed to be that member's sole property, and each member shall have sole management and control over that member's ownership interest. Management and control over the ownership interest includes the right to vote or to sell such ownership interest. This provision is not intended to, and shall not affect the existence of, any interest that a spouse may have in such ownership interest.

Dated this 3 day of June, 2002.


DONALD M. NODHOLM

Consent to Appointment as Registered Agent

I, DONALD M. NODHOLM, accept appointment as registered agent, and further state that I am familiar with the duties of a registered agent.


DONALD M. NODHOLM, Registered Agent

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TALLAHASSEE, FLORIDA