

LD200000/6B83

JENINE MARSHALL
8101 JAD DRIVE
TAMPA, FL 33619
(813) 380-5781

May 13, 2002

Division of Corporations
P.O. Box 6478
Tallahassee, FL 32314

Re: CLUB KIDS, LLC

3000005693373--9
-06/06/02--01011--014
***190.00 ***190.00

Dear Sir or Madame:

The attached document is the Articles of Organization for Club Kids, LLC's filing for LLC status. Additionally, you will find an enclosed check for \$190 for

- | | |
|------------------------------------|-------|
| 1) Filing fee | \$100 |
| 2) Designation of Registered Agent | \$25 |
| 3) Two Certified Copies | \$60 |
| 4) Certification of Status | \$5 |

Please note that I am taking over the entirety of Club Kids, LLC from Rachel Mayberry (who has given all of the ownership and management of Club Kids, LLC to me), but Ms. Mayberry did not pay The Department of State any fees to keep said LLC alive following her first year. Please file the attached document, date stamp the enclosed copies, and return them to my address above. Lastly, please note that the effective date of the above-referenced Florida Limited Liability Company is May 13, 2002.

Thank you for your assistance.
Sincerely,

Jenine Marshall

Effective Date -
7-12-02

INDZ-110424
02 JUL -3 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

FF \$125 JB
20015 607-502
CUS 5
190



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 6, 2002

JENINE MARSHALL
8101 JAD DRIVE
TAMPA, FL 33619

SUBJECT: CLUB KIDS, LLC
Ref. Number: W02000016424

We have received your document for CLUB KIDS, LLC and check(s) totaling \$190.00. However, your check(s) and document are being returned for the following:

The document must be titled ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY, not corporation. Please correct the document.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on June 3, 2002. Please amend your document accordingly.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 902A00037265

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-SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned authorized manager, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits and files with the Florida Department of State these Articles of Organization.

ARTICLE I – Name

The name of the limited liability company created hereby shall be: **CLUB KIDS, LLC.**


ARTICLE II – Address

The mailing address and street address of the principal office of Club Kids, LLC shall be: 8101 Jad Drive, Tampa, FL 33619.

**ARTICLE III – Registered Agent, Registered Officer,
& Registered Agent's Signature**

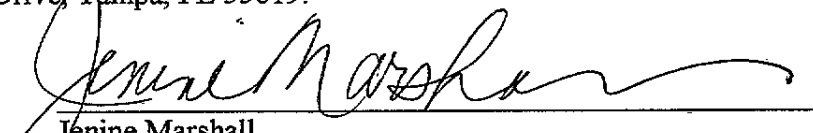
The name and Florida street address of the limited liability company's registered agent shall be: Jenine Marshall, 8101 Jad Drive, Tampa, FL 33619.

Having been named as Registered Agent and to accept service of process for Club Kids, LLC at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, F.S..


Jenine Marshall
Registered Agent

ARTICLE IV – Management

Club Kids, LLC shall be managed by one or more managers and is, thus, a manager-managed company. Club Kids, LLC shall be managed by Jenine Marshall, 8101 Jad Drive, Tampa, FL 33619.


Jenine Marshall

ARTICLE V – Duration

The existence of this Company shall commence on JULY 12, 2002 and shall thereafter be perpetual unless dissolution or conversion occurs according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI – Purpose and Powers

Club Kids, LLC's primary business activity will be providing instruction in arts/crafts and sports/recreation. Club Kids, LLC's business activities may include, but shall not be limited to, the acquisition, disposition, leasing, management, and maintenance of real property and personal property. Club Kids, LLC shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, but not limited to, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- A) Sue, be sued, and defend in its name.
- B) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property, wherever located.
- C) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- D) Purchase, receive, subscribe for, or otherwise acquire, own hold, vote, use, sell, mortgage, lend, grant a security interest in or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- E) Make contracts or guarantees or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of Club Kids, LLC; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.
- F) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- G) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes 608 within or without the State of Florida.
- H) Select managers and appoint officers, directors, employees, and agents of Club Kids, LLC, define their duties, fix their compensation, and lend them money and credit.

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TALLAHASSEE, FLORIDA

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I) Make donations for the public welfare for charitable, scientific, or educational purposes.

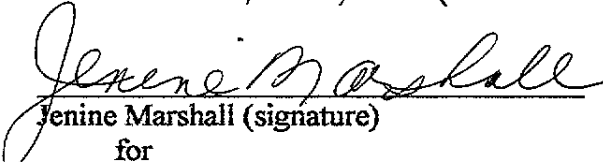
J) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

K) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

L) Make payments or donations or do any other act not inconsistent with law that furthers the business of Club Kids, LLC.

In accordance with 608, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: 5/14/02, 2002.


Jenine Marshall (signature)
for
Club Kids, LLC

Sworn to or affirmed before me on 5.14.2002 (date) in Hillsborough County, Florida.

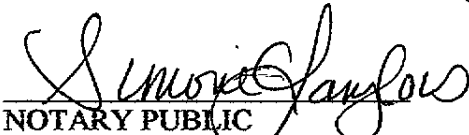
Affiant _____ is known to me personally.

☒ produced identification. The type of identification is FDL

_____ for which the ID # is M624-425-66559-0



Simone C Langlois
My Commission CC979843
Expires November 05, 2004


NOTARY PUBLIC
STATE OF FLORIDA

APPROVED
AND
FILED
02 JUL - 3 34 AM '02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA