

Master of Laws in Taxation

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FLUC

cc

September 13, 2002

W02-27195

**MJH**

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

000007808820--D  
-09/17/02--01072--006  
\*\*\*\*155.00 \*\*\*\*155.00

RE: The Articles of Organization of D & M Enterprises, L. L. C.

Gentlemen:

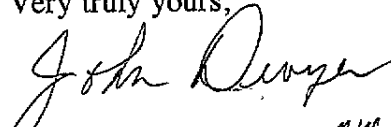
Enclosed herewith are originals and one copy of Articles of Organization of D & M Enterprises, L.L.C., Affidavit (F.S. § 608.407(2) of Membership and Capital Contribution, and Certificate of Designation of Registered Agent/Registered Office. Please file these documents in your records, and send me one certified copy of the Articles of Organization and of the other two documents if the charge is \$30.00 for all copies.

My check in the amount of \$155.00 is enclosed to cover the following fees:

|                 |                    |
|-----------------|--------------------|
| \$125.00        | Filing fee         |
| <u>\$ 30.00</u> | One certified copy |
| \$155.00        | Total              |

Thank you for your prompt attention in filing these documents and returning a certified copy of same to me.

Very truly yours,

  
JOHN A. DWYER

Enclosure

jad\corp\D & M Enterprises-ltr to file limited liability co.

**FILED**  
02 SEP 27 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 18, 2002

JOHN A. DWYER  
POST OFFICE BOX 848  
PLANT CITY, FL 33566

SUBJECT: D & M ENTERPRISES, L.L.C.  
Ref. Number: W02000027195

We have received your document for D & M ENTERPRISES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

You must remove Article V which refers to "Exhibit A", the Affidavit.,

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 502A00053196

FILED  
02 SEP 27 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
D&M ENTERPRISES, 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

The name of the limited liability company shall be D & M Enterprises, L.L.C. ("company").

ARTICLE II

The mailing address and street address of the principal office of the company is 294 115<sup>th</sup> Avenue, Treasure Island, Florida 33706.

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 terminate not later than, 2025, 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 is Donald W. McLeod, 294 115<sup>th</sup> Avenue, Treasure Island, Florida 33706.

## ARTICLE V -- 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 VI -- 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 the business and affairs of the company or become a member unless all 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 VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

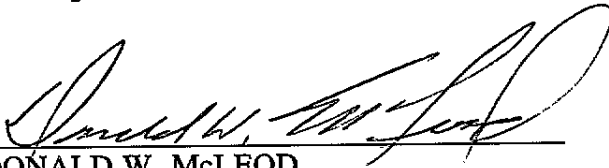
The company shall be dissolved on the death of the last surviving member, or the bankruptcy, the dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

## ARTICLE VI -- MANAGEMENT

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:

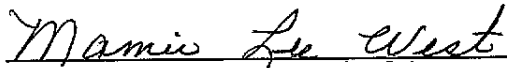
Donald W. McLeod  
294 115<sup>th</sup> Avenue  
Treasure Island, Florida 33706

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Plant City, Florida, on September 12, 2002.

  
DONALD W. McLEOD

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged under oath before me this 12 day of September, 2002, by DONALD W. McCLEOD, who declared his identity and who produced his Florida Drivers License as personal identification.

  
Notary Public -- State of Florida  
My Commission expires:

(Seal)



jad\corp\D&MLLC.

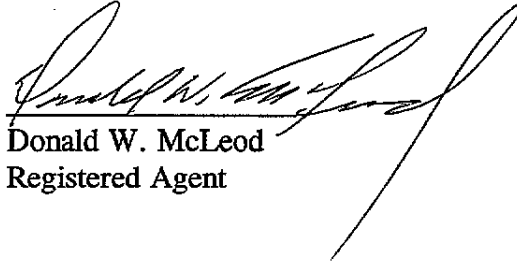
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, D & M ENTERPRISES, L.L.C. 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 D & M ENTERPRISES, L.L.C.
2. The name and street address of the registered agent in Florida are:

Donald W. McLeod  
294 115<sup>th</sup> Avenue  
Treasure Island, Florida 33706

The undersigned, being the person named in the articles of organization of D & M Enterprises, 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.

  
Donald W. McLeod  
Registered Agent

jad\corp\D&M LLC.f Designation of Registered Agent-Office