

# L02000026475



ACCOUNT NO. : 072100000032

REFERENCE : 773581 123706A

AUTHORIZATION

COST LIMIT : \$ 125.00

*Patricia Pigato*

ORDER DATE : October 8, 2002

ORDER TIME : 10:09 AM

ORDER NO. : 773581-005

CUSTOMER NO: 123706A

CUSTOMER: Michael Wilson, Esq  
Olmsted & Wilson, P.A.  
Suite 101  
18501 Murdock Circle  
Port Charlotte, FL 33948

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: EMBROIDERY BY DESIGN, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

RECEIVED

02 OCT -8 AM 11:39  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

|             |   |
|-------------|---|
| Name        | Availability                                |
| Document    | XX  |
| Examiner    |   |
| Updater     | CONTACT PERSON: Norma Parramore - EXT. 1147 |
| Updater     | Verifier                                    |
| Recognition |   |
| Verifier    |   |

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

L02000026475

**ARTICLES OF ORGANIZATION OF**  
**EMBROIDERY BY DESIGN, LLC**

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability company shall be EMBROIDERY BY DESIGN, LLC, and the mailing address and street address of its principal office shall be 119 Tamiami Trail, Port Charlotte, Florida 33953, but it 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**

This limited liability company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

**ARTICLE III**

**MANAGEMENT**

This limited liability company is to be managed by its members and the names and addresses of the managing members are:

| <u>Name</u>       | <u>Address</u>                                   |
|-------------------|--|
| Nicholas F. Mauro | 1003 N. Gondola Drive<br>Venice, FL 34293        |
| Gregory Mauro     | 6460 S.W. Collins Street<br>Fort Ogden, FL 34263 |

Instruments and documents for the acquisition, mortgage, deposition, conveyance, lease, sale or transfer of the personal property or real property of this limited liability company may be executed on its behalf by one or more members.

**ARTICLE IV**

**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.

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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 the unanimous consent of the remaining members.

## ARTICLE V

### DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members and shall commence its existence upon filing of these Articles.

## ARTICLE VI

### AMENDMENT

These Articles may be amended by a vote of a majority in interest of the members.

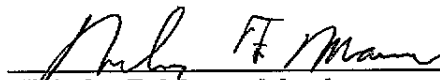
## ARTICLE VII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this limited liability company is 119 Tamiami Trail, Port Charlotte, Florida 33953, and the name of the company's initial registered agent for service of process at that address is Nicholas F. Mauro.

The undersigned, being the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of EMBROIDERY BY DESIGN, LLC.

Executed by the undersigned in Charlotte County, Florida on October 3, 2002.

  
Nicholas F. Mauro, Member

  
Gregory Mauro, Member

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company 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, Florida Statutes.

  
Nicholas F. Mauro, Registered Agent

Dated: October 3, 2002

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