

NOV. 25. 2002 3:20PM
Division of Corporations

ROGERS TOWERS

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

LIMITED LIABILITY COMPANY

Cafe at the Star, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
CAFÉ AT THE STAR, LLC**

ARTICLE I - NAME

The name of this Limited Liability Company is **Café at the Star, LLC** (the "Company").

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Company is 2999 Hartley Road, Bldg. #200, Jacksonville, Florida 32257.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2999 Hartley Road, Bldg. #200, Jacksonville, Florida 32257 and the name of its initial registered agent at such address is Richard Alan Keister.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - DURATION AND CONTINUATION

The period of duration of the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by unanimous written agreement of all Members of the Company.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company in the manner set forth in the Operating Agreement of the Company.

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ROGERS TOWERS

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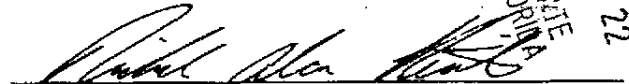
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ARTICLE VIII - OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned person has executed these Articles of Organization this 25 day of November, 2002.

CAFÉ AT THE STAR



Richard Alan Keister
Member

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

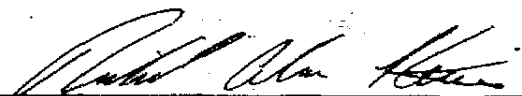
Pursuant to the provisions of Section 608.415, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

Café at the Star, LLC

2. The name and address of the registered agent and office are Richard Alan Keister, 2999 Hartley Road, Bldg. #200, Jacksonville, Florida 32257.

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.


Richard Alan Keister
Registered Agent

Date: 11/25/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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