

LO2 0000 32201

(Requestor's Name)

(Address)

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PICK-UP



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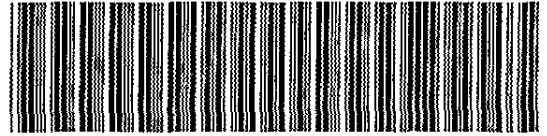
(Business Entity Name)

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LO2-32201  
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David J. Gibas

524 S. Pine Street  
Ocala, FL 34474  
(352) 875-6222

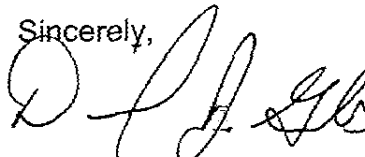
November 27, 2002

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

SUBJECT: Nautical Expressions, LLC

Enclosed is an original and one copy of the articles of organization and a check in the amount of \$346.25 for the filing fee, Registered Agent Designation, certified copy and Certificate of Status.

Sincerely,

A handwritten signature in black ink, appearing to read "D. J. Gibas", written over a horizontal line.

David J. Gibas

## **ARTICLES OF ORGANIZATION**

### **OF**

## **NAUTICAL EXPRESSIONS, 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 – NAME**

The name of the limited liability company shall be Nautical Expressions, LLC ("company").

### **ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company is 524 S. Pine Street, Ocala, Florida 34474.

### **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 if specified. The company's existence shall be perpetual 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 are David J. Gibas, 524 S. Pine Street, Ocala, Florida 34474.

### **ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

### **ARTICLE VI – 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 VII – 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 the 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 VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or 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 the remaining members.

## ARTICLE IX – 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

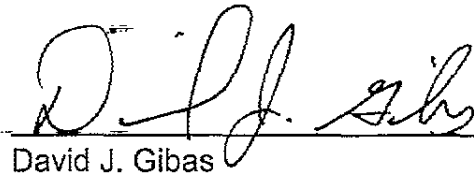
NAME

ADDRESS

Compass Health & Fitness, Inc.

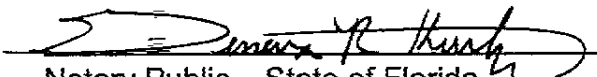
524 S. Pine Street  
Ocala, FL 34474

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at 524 S. Pine Street, Ocala, Florida, on Nov. 27, 2002.

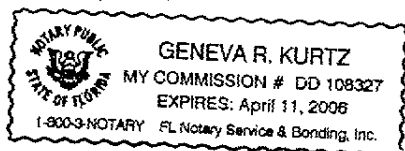
  
David J. Gibas

State of Florida )  
County of Marion )

Sworn to and subscribed before me this 27<sup>th</sup> day of November, 2002, by  
David J. Gibas, who is personally known to me or has produced \_\_\_\_\_  
as identification.

  
Notary Public – State of Florida

(Seal)



Geneva R. Kurtz  
Printed Name

Commission # DD 108327

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

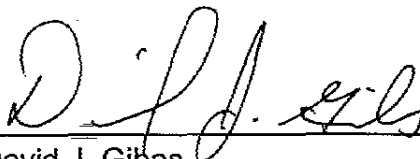
Under the provisions of F.S. 608.415 or 608.507, Nautical Expressions, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Nautical Expressions, LLC.
2. The name and street address of the registered agent in Florida are:

David J. Gibas

524 S. Pine Street  
Ocala, Florida 34474

The undersigned, being the person named in the articles of organization of Nautical Expressions, LLC, 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.

A handwritten signature in dark ink, appearing to read 'D. J. Gibas', is written over a horizontal line.

David J. Gibas  
Registered Agent