

LD3000003292

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000033255 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

LIMITED LIABILITY COMPANY

JJJ NURSERY, L. L. C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

APPROVED
AND
FILED
03 JAN 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
1-28-03



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 27, 2003

FAS-T CORP. AGENTS, INC

SUBJECT: JJJ NURSERY, L.L.C.
REF: W03000002403

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please replace the word corporate with the word "COMPANY" throughout the document.

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.

Eravon Brumley
Document Specialist

FAX Aud. #: H03000033255
Letter Number: 503A00005073

RECEIVED
03 JAN 28 PM 5
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 28 PM 3:04

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
JJJ NURSERY, L. L. C.**

The undersigned hereby agree(s) to organize a limited liability company under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

**ARTICLE I
NAME**

The limited liability Company name shall be:

JJJ NURSERY, L. L. C.

**ARTICLE II
EXISTENCE**

The company shall exist in perpetuity from the date of organization unless terminated earlier per Florida Statute 608.

**ARTICLE III
PURPOSE**

The company purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon companies.

**ARTICLE IV
PRINCIPAL OFFICE**

The post office address and the street address of the principal office of the limited liability company is: 4081 Myakka Valley Trail, Sarasota, Florida, or at any other location that the Members choose to designate.

**ARTICLE V
INITIAL REGISTERED AGENT**

The initial Registered Agent of the company is: Brett Feinstein, Esquire, Stratton & Feinstein, P.A., 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, and the street

APPROVED
AND
FILED
93 JAN 28 PM 3:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

address of the registered office is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VI
INITIAL BOARD OF MANAGERS

The business of the company shall be managed by an initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the company's operating agreement. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
James Nathan	718 No. Linden Beverly Hills, CA 90210
Eric Diamond	10599 Holman Avenue Los Angeles, CA 90024

ARTICLE VII
POWERS OF MANAGER(S)

The Manager(s) shall exercise all powers conferred by law.

ARTICLE VIII
INDEMNIFICATION

The company shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their representative capacity.

03 JAN 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLE IX
AMENDMENTS**

The company reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Organization in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE X
MEMBERS**

There are at least two Members of this company. The names and addresses of the initial Members of the company are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Jeff Nathan	718 No. Linden, Beverly Hills, CA 90210
Eric Diamond	10599 Holman Avenue, Los Angeles, CA 90024
Peter Diamond	2828 Tilden Avenue, Los Angeles, CA 90064
Douglas Brenner	1944 Country Meadow Way, Sarasota, FL 32433

**ARTICLE XI
ADDITIONAL CONTRIBUTIONS TO CAPITAL**

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

**ARTICLE XIII
ADDITIONAL MEMBERS**

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

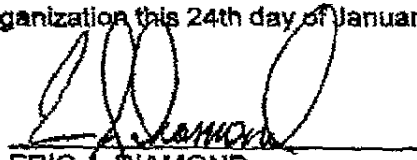
03 JAN 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLE XIV
CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions as set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original members of the
have executed these Articles of Organization this 24th day of January, 2003.

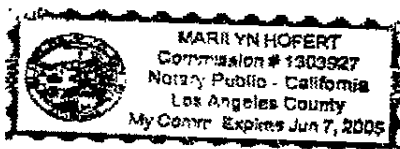

ERIC J. DIAMOND

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

BEFORE ME, the undersigned authority, personally appeared ERIC J. DIAMOND, who produced his California State Driver's License for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this
24th day of January, 2003.


NOTARY PUBLIC STATE OF CALIFORNIA



AFFIDAVIT
AND
FILED
03 JAN 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 608, Florida Statutes, relative to keeping open said office.


REGISTERED AGENT

03 JAN 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED