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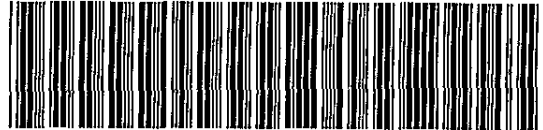
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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J. BRYAN JUL 10 2003

**MICHAEL MALISZEWSKI, P.A.**

**ATTORNEYS AT LAW**

**MICHAEL MALISZEWSKI, ESQ.  
CHARLES GEARY, OF COUNSEL**

27 E. OCEAN BOULEVARD  
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July 1, 2003

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

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2003 JUL -3 PM 12:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Re: Corporate Filing for Standish Distributing, LLC**

Dear Madam/Sir:

Enclosed, please find the original of the Articles of Organization and Registered Agent Acceptance forms for **Standish Distributing, LLC**, a new Florida for profit LL corporation.

Also find my check number 1693, for the State's corporate filing fee in the amount of \$ 125.00. Please return the filing acceptance statement to my office at your earliest convenience.

Feel free to call me if there are any questions. Thank you in advance for your assistance with this matter.

Cordially,



Michael Maliszewski, Esq.

/dk  
Enclosures

**ARTICLES OF  
ORGANIZATION OF  
STANDISH DISTRIBUTING, LLC**

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CLERK OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME, MAILING AND STREET ADDRESS OF BUSINESS**

The name of the limited liability company shall be **STANDISH DISTRIBUTING, LLC**, and its mailing address shall be located at **1542 S.E. Sunshine Ave., Port St. Lucie, Florida, 34952**, in Saint Lucie County, and its street address shall be **1542 S.E. Sunshine Ave., Port St. Lucie, Florida, 34952**, 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**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by ONE (1) member/managers. The names and addresses of the persons who shall serve until their successor is elected and qualified are as follows:

**Edward R. Standish, Sr.**, 1542 S.E. Sunshine Ave., Port St. Lucie, Florida, 34968

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent of all members only. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred unless the transferring first obtains the prior unanimous written consent of all members with all terms of any sale or transfer being disclosed in the consent document.

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 unanimous consent of the remaining members.

#### ARTICLE VI PROFITS AND LOSSES

Profit and Loss Sharing. The members shall determine on an annual basis the division of all profits and losses arising from the operation of the limited liability company's business that remains after the payment of the expenses of conducting the business of the limited liability company.

#### ARTICLE VII DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

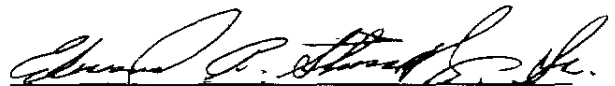
The address of the initial registered office of the limited liability company is **1542 S.E.**

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CLERK OF CIRCUIT COURT  
PALM BEACH, FLORIDA

Sunshine Ave., Port St. Lucie, Florida, 34952, and the name of the company's initial registered agent at that address is **Edward R. Standish, Sr.**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **STANDISH DISTRIBUTING, LLC.**

**EXECUTED** by the undersigned at Stuart, Florida on July 1<sup>st</sup>, 2003.

  
Edward R. Standish, Sr., Incorporator

STATE OF Florida )  
COUNTY OF Martin )


On this day personally appeared before me, the undersigned authority, **Edward R. Standish, Sr.**, who is each [ ] personally known to me or who [X] produced FL Driver License as identification, and each did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 1<sup>st</sup> day of July, 2003.

(Seal)



Michael Maliszewski  
My Commission DD148508  
Expires September 08, 2005

  
Notary Public, State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

**FOR**

**STANDISH DISTRIBUTING, LLC**

I, **Edward R. Standish, Sr.**, pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, having been named to accept service of process, for **STANDISH DISTRIBUTING, LLC**, a Florida limited liability corporation at the place designated in the foregoing Articles of Organization, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 1<sup>st</sup> day of July, 2003.

**REGISTERED AGENT:**



Edward R. Standish, Sr.  
1542 S.E. Sunshine Ave.  
Port St. Lucie, Florida, 34952

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