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**BRUCE R. ANDERSON, JR., P.A.**

*Trial Practice - Personal Injury and Wrongful Death,  
Criminal Defense and Family Law*

1807 North Third Street • Jacksonville Beach, Florida 32250  
Phone 904-249-6411 • Facsimile (904) 249-6544

December 4, 2003

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

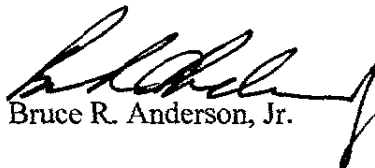
Subject: Brahma Truck & Tractor Service, L.L.C.

To Whom It May Concern:

Please find enclosed an original and two (2) copies of the Articles of Organization for Brahma Truck and Tractor Service, L.L.C.. Also enclosed is my law firm's check in the amount of \$125.00 representing the filing fee for the Articles of Organization and Registered Agent's fee. Please return all correspondence concerning this matter to my office.

If you have any questions or need any further information, please call me at your earliest convenience. Thank you for every assistance in this matter, I am,

Sincerely yours,

  
Bruce R. Anderson, Jr.

BRA/hk  
Enclosures

**ARTICLES OF ORGANIZATION FOR  
BRAHMA TRUCK & TRACTOR SERVICE, L.L.C.**

The undersigned certifies that it has associated itself 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. It further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I. NAME  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **BRAHMA TRUCK & TRACTOR SERVICE, L.L.C.**, and its principal office shall be located at 220 5<sup>th</sup> Avenue South, Suite 10, in the City of Jacksonville Beach, County of Duval, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The Mailing address of the limited liability company is 220 5<sup>th</sup> Avenue South, Suite 10, Jacksonville Beach, Florida 32250.

**ARTICLE II.  
COMMENCEMENT OF EXISTENCE**

The existence of the limited liability company commences on December 1, 2003, unless the filing of these Articles of Organization occurs more than five (5) days thereafter, in which event such existence commences on the date of filing of the Articles of Organization. This election is made pursuant to 608.409, Florida Statutes.

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### **ARTICLE III. 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 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 IV. 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 V. MANAGEMENT**

Management of this limited liability company is reserved to its members, whose name and address are as follows: **EDWARD A. VOUTOUR**, 128 Sherwood Avenue, Vilano Beach, Florida 32084.

## **ARTICLE VI. 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.

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 unanimous consent of the remaining members

## **ARTICLE VII. CAPITAL CONTRIBUTIONS**

A capital contribution in the amount of \$100.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VIII.  
PROFITS AND LOSSES**

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members annually on December 31.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE IX.  
DURATION**

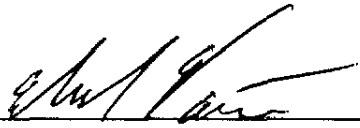
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members

**ARTICLE X.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 302 Third Street, Suite 5, Neptune Beach, Florida 32266, and the name of the company's initial registered agent at the address is **DAVID M. LINGER, CPA.**


The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **BRAHMA TRUCK & TRACTOR SERVICE, L.L.C.**

The undersigned member, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization on December 2, 2003.

  
Edward A. Voutour

**ACCEPTANCE OF APPOINTMENT AS 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 these Articles of Organization, 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. The undersigned registered agent has executed this Acceptance on December 2<sup>nd</sup> 2003.

  
David M. Linger, CPA