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#### CLAYTON-JOHNSTON, P.A.

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Internet address: JWilliams@Clayton-Johnston.com

15 December 2003

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: Articles of Organization for Primocycle, LLC

To Whom it May Concern:

Enclosed you will find the Articles of Organization and Operating Agreement for Primocycle, LLC, along with a check made payable to the Florida Department of State in the amount of \$155.00. Please file the Articles of Organization, designate the registered agent, and send a certified copy of the Articles of Organization to the below address.

Jennifer L. Riley P.O. Box 23939 Gainesville, Florida 32602 (352)376-4694

Thank you for your assistance in this matter.

Sincerely,

mnifer R. William

cc: Gerry Woods

# ARTICLES OF ORGANIZATION OF PRIMOCYCLE, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I Name EFFECTIVE DATE

The name of the limited liability company (hereinafter referred to as the "Company") is: **PRIMOCYCLE, LLC** 

# ARTICLE II Address

The mailing address and street address of the principal office of the Limited Liability Company is:

4026 Northwest 62<sup>nd</sup> Ave. Gainesville, Florida 32653

# ARTICLE III Effective Date

The effective date of the Limited Liability Company shall be January 2, 2004.

# ARTICLE IV Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Jennifer L. Riley, Esquire 111 Southeast First Avenue Gainesville, Florida 32601

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

#### ARTICLE V Duration

The existence of the limited liability company shall be perpetual.

#### ARTICLE VI Management

The limited liability company is to be managed by the Members.

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## ARTICLE VI Admission of Additional Members

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such 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 Operating Agreement 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 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 VII Members' Rights to Continue Business

Except as set forth in the Operating Agreement, the company shall be dissolved 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 in the limited liability company, unless the business of the company is continued by majority vote of all remaining members.

## ARTICLE VIII Limitation on Agency Authority of Members

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this \_\_\_\_\_\_ day of December, 2003.

Signature of a member or an authorized representative of a member.
Gerald T. Woods, Manager

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

G:\/RW\Corporations\Primocycle\LLC Articles of Organization.wpd

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