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ERIC L. ROSENBERG, P.A.
3131 CLINT MOORE ROAD, SUITE 208
BOCA RATON, FLORIDA 33496
TEL (561) 982-2971 * FAX (561) 982-2968

ADMITTED IN FLORIDA, NEW YORK
AND NEW JERSEY

February 16, 2004

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

Re: B & T Holdings, L.L.C.

Dear Sir or Madam:

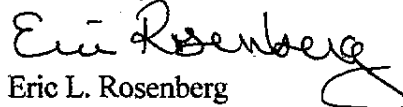
The enclosed Articles of Organization and fees (\$130.00 for filing fee, designation of registered agent and certificate of status) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric L. Rosenberg, Esq.
3131 Clint Moore Road, Suite 208
Boca Raton, Florida 33496

For further information concerning this matter, please call Eric Rosenberg at (561) 982-2971.

Very truly yours,


Eric L. Rosenberg

Enclosures

**ARTICLES OF ORGANIZATION
OF
B & T HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files these Articles of Organization.

ARTICLE I: NAME

The name of the limited liability company is B & T Holdings, L.L.C. ("Company").

ARTICLE II: ADDRESS

The street address of the principal office and the mailing address of the Company shall be:

P.O. Box 70533
Fort Lauderdale, Florida 33307

ARTICLE III: REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is John T. Gray, 2445 SE 8th Street, Pompano Beach, Florida 33062.

ARTICLE IV: MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

<u>Title</u>	<u>Name and Address</u>
Managing Member	John T. Gray P.O. Box 70533 Fort Lauderdale, Florida 33062
Managing Member	Bridgette Gray P.O. Box 70533 Fort Lauderdale, Florida 33062

ARTICLE V: PURPOSE AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

FILED
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA

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ARTICLE VI: ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and upon 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 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 the members of the Company approve of the proposed transfer as provided in and subject to the regulations.

ARTICLE VII: MANAGEMENT

The Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the management of the Company not inconsistent with law or these Articles of Organization

IN WITNESS WHEREOF, the undersigned had made and subscribed these Articles of Organization at Fort Lauderdale, Florida for the uses and purposes aforesaid, this 16 of February, 2004.



JOHN T. GRAY, MEMBER

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for B & T Holdings, L.L.C. at the place designated in the 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


JOHN T. GRAY, REGISTERED AGENT