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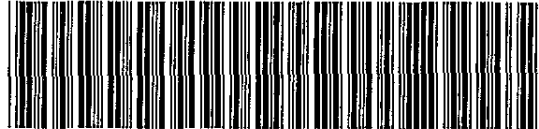
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J. BRYAN MAR 15 2004

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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7th and Main Llc

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

AW

3/15

Name

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ARTICLES OF ORGANIZATION
7th and MAIN
L. L.C.

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I
Name

The name of the limited liability company, referred to in these Articles as "Company" is 7th and Main.LLC

ARTICLE II
Duration

The company shall dissolve on December 31, 2034.

ARTICLE III
Purpose

The purpose for which Company is organized is to own and operate a physical fitness center and café, as well as to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV
Principal Address

The address of Company's principal place of business in Florida is 202 W. Main St, Wauchula, Florida, 33873 and its mailing address is 206 N. Sixth Avenue, Wauchula, Florida, 33873.

ARTICLE V
Registered Agent and Office

The name of the Company's initial registered agent in Florida is James V. See, Jr. The address of Company's registered office in Florida is 202 W. Main St., Wauchula, Florida.

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ARTICLE VI
Capital Contributions

The total amount of cash contributions is \$3,000.00.

Contributions to the Company by the initial members are as follows:

- (a) Linda C. See has made a cash contribution of \$1,500.00.
- (B) James V. See, Jr. has made a cash contribution of \$1,500.00.

ARTICLE VII
Management

The company is to be managed by two managers. The initial managers will serve until the first annual meeting of the members. The initial managers are identified as follows:

Linda C. See	202 W. Main St.	Wauchula FL 33873
James V. See, Jr.	202 W. Main St.	Wauchula FL 33873

ARTICLE VIII
Admission of New Members

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. Provided, however, the original three members may transfer all or part of their interest to immediate member of their family and their family members shall automatically be admitted as members.

ARTICLE IX
Remaining Members

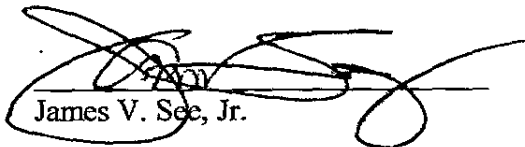
The remaining members of the company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE X
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

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IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability company Act, the undersigned has executed these Articles of Organization on this 12th day of March, 2004, at Wauchula, Florida.

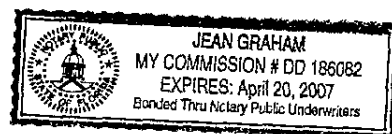

James V. See, Jr.

STATE OF FLORIDA:
COUNTY OF HARDEE:

Before me, the undersigned authority personally appeared **James V. SEE, Jr.** who is known to me to be the person who executed the foregoing Articles of Organization and acknowledged before me that he made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 12th day of March, 2004.


NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE



GVCORPORATE7th.LLC

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

**STATE OF FLORIDA:
COUNTY OF HARDEE:**

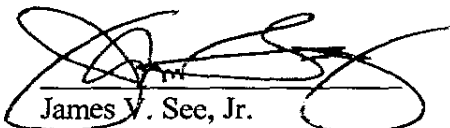
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is 7th and Main, L.L. C.

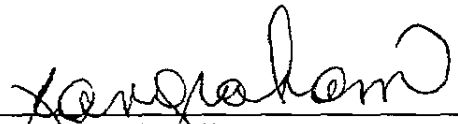
The name of the registered agent for 7th and Main, L.L.C. is James V. See, Jr., and the street address of the company's principal office is 202 W. Main Street, Wauchula, FL 33873.

This statement is to acknowledge that, as indicated above, 7th and Main, L.L.C., has appointed me, James V. See, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 12th day of March, 2004.


James V. See, Jr.

The foregoing instrument was acknowledged before me this 12th day of March, 2004, by **JAMES V. SEE, JR.**, agent on behalf of 7th and Main, a limited liability company. He is personally known to me.


NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE

