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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

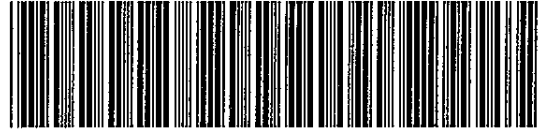
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN 14 AM 8:10

Sally S. Benson, P.A.

ATTORNEY AT LAW

**11211 PROSPERITY FARMS ROAD, C-111
PALM BEACH GARDENS, FLORIDA 33410**

**SALLY S. BENSON
MEMBER OF FLORIDA BAR**

**TELEPHONE (561) 691-4702
TELEFAX (561) 691-4704**

June 7, 2004

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

**Re: Top Flite, LLC
Proposed LLC**

Dear Sirs:

Enclosed is the originally-executed Articles of Organization, together with one copy thereof, with regard to the above proposed corporation. Also, please find a check in the amount of \$125.00 for the required filing fee.

Please process this at your earliest opportunity and return the copy of the Articles of Organization to this office.

Thank you for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


SALLY S. BENSON

SSB/cr
Enclosures

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ARTICLES OF ORGANIZATION

OF

TOP FLITE, LLC

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

ARTICLE ONE - NAME

The name of the limited liability company shall be Top Flite, LLC ("company").

ARTICLE TWO - ADDRESS

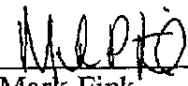
The mailing address of the company is 2585 Wabash Drive, North Palm Beach, FL 33410.

ARTICLE THREE - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

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

Mark Fink
2 Cypress Cove
Palm Beach Gardens, FL 33418

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 obligations of my position as registered agent as provided for Chapter 608, F.S.


Mark Fink

ARTICLE FOUR - MANAGEMENT

The company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE FIVE - EFFECTIVE DATE

The effective date of the company shall be the date of filing.

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ARTICLE SIX - OTHER MATTERS

I hereby affirm under penalties of perjury that the facts stated herein are true.

Mark Fink

Greg McDonough
Greg McDonough

IN WITNESS WHEREOF the undersigned have hereunder set their hand and seal this 4th day of June, 2004.

STATE OF FLORIDA)(
)(SS:
COUNTY OF PALM BEACH)(

Before me, a Notary Public in and for said County and State, personally appeared the above named Mark Fink, who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 4th day of June, 2004.

My Commission Expires: _____

NOTARY PUBLIC



Sally S. Benson
MY COMMISSION # DD148188 EXPIRES
September 18, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)(
)(SS:
COUNTY OF PALM BEACH)(

Before me, a Notary Public in and for said County and State, personally appeared the above named Greg McDonough, who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this
4th day of June, 2004.

My Commission Expires:

NOTARY PUBLIC



Sally S. Benson
MY COMMISSION # DD148188 EXPIRES
September 18, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS