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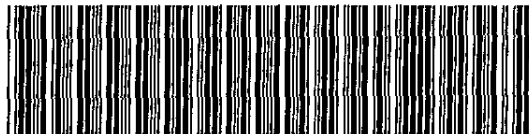
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EFFECTIVE DATE

11/01/04

2004 OCT 19 PM 1:48  
TALLAHASSEE, FLORIDA

J. BRYAN OCT 21 2004

BRANDON J. RAFOOL, L.L.C.  
ATTORNEY AT LAW

Brandon J. Rafool



1519 Third Street, S.E.  
Winter Haven, Florida 33880  
www.rafool.com

Post Office Box 7286  
Winter Haven, Florida 33883-7286  
Telephone: (863) 299-3339  
Telecopier: (863) 295-9702

October 13, 2004

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Boucher Enterprises, L.L.C.

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for the Limited Liability Company of Boucher Enterprises, L.L.C., Certificate of Designation and Acceptance of Registered Agent, and my firm's check in the amount of \$125.00 to cover the cost of your fee.

Please forward a certified copy to this office via the enclosed envelope.

Thanking you in advance for your assistance in this matter.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'Brandon J. Rafool'.

Brandon J. Rafool

BJR:uic  
Enclosures

FILED  
2004 OCT 19 PM 1:46  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
OF  
BOUCHER ENTERPRISES, L.L.C.**

FILED  
2004 OCT 19 PM 1:48  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), form a Florida limited liability company (this "Company") pursuant to the Act and set forth the following Articles of Organization (these "Articles"):

**ARTICLE I – NAME**

The name of this Company will be:

**BOUCHER ENTERPRISES, L.L.C.**

**EFFECTIVE DATE**

11/01/04

**ARTICLE II - COMMENCEMENT DATE AND DURATION**

This Company will commence on November 1, 2004, in accordance with the provisions of Section 608.409(1) of the Act, and will continue for a period of 50 years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing this Company will be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III - PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with imports, exports, merchandise and property (real and personal), either directly or indirectly, and all such other activities incidental or useful to the foregoing.

#### **ARTICLE IV – PLACE OF BUSINESS**

The principal place of business of this Company will be 3100 Crump Road, Winter Haven, Florida 33881, and the mailing address of the Company will be 3100 Crump Road, Winter Haven, Florida 33881, and the address of the registered agent for service of process will be 3100 Crump Road, Winter Haven, Florida 33881.

#### **ARTICLE V - REGISTERED AGENT AND OFFICE**

The initial registered agent for this Company will be Phyllis Boucher, and the address of the registered agent for service of process will be 3100 Crump Road, Winter Haven, Florida 33881.

#### **ARTICLE VI – ADMISSION OF MEMBERS**

The initial members of this Company will be set forth in the Regulations or Operating Agreement adopted by the members. The admission of additional members will be accomplished only by vote of a majority in interest of the members.

#### **VII - CONTINUATION OF BUSINESS**

The members may, by unanimous written agreement, continue the business of this Company upon the lapse of the 50 years, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event, which terminates the continued membership of a member in this Company.

#### **VIII - MANAGEMENT OF BUSINESS**

The management of this Company will be vested entirely in its members. The name and address of its initial managing members are as follows:

1. Phyllis Boucher  
3100 Crump Road  
Winter Haven, Florida 33881

#### **IX - POWERS**

This Company will have all of the powers and authorities set forth in Section 608.404 of the Act.

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TALLAHASSEE, FLORIDA

## X - PROPERTY

(a) **Ownership.** All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase of otherwise on account of this Company will be the property of this Company.

(b) **Title.** The title to all property of the Company will be held in the name of this Company.

(c) **Conveyances.** The member(s) are authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leased conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution will be made by members holding a majority in interest of this Company. The signature and execution of such documents will clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature will be used for obtaining or conveying title to any real or personal property:

**BOUCHER ENTERPRISES, L.L.C.**

By: Phyllis Boucher  
**PHYLLIS BOUCHER, as Operating  
Manager and Member**

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

## ARTICLE XI - AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments will be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

## ARTICLE XII - REGULATIONS

The members are authorized and directed to prepare and adopt Regulations or an Operating Agreement for the governing of the internal affairs of this Company and containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of the Regulations or

Operating Agreement may conflict with the provision of these Articles, unless these Articles otherwise permit. The power to adopt alter, amend or repeal the Regulations or the Operating Agreement will be described in the Regulations or Operating Agreement, except that the initial form will be approved by all the members.

### ARTICLE XIII - CONTRACTING DEBTS

No debt will be contracted nor liability incurred by or on behalf of this Company except by vote of a majority in interest of the members.

Intending to be bound, the parties hereto have executed these Articles of Organization this 13<sup>th</sup> day of October, 2004.

**BOUCHER ENTERPRISES, L.L.C.**

By: Phyllis Boucher  
**PHYLLIS BOUCHER, as Operating  
Manager and Member**

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CORPORATIONS  
ALACHASSEE, FLORIDA

**CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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CORPORATIONS  
TALLAHASSEE, FLORIDA

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

**BOUCHER ENTERPRISES, L.L.C.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Organization For The Limited Liability Company Of **BOUCHER ENTERPRISES, L.L.C.**, in the City of **WINTER HAVEN**, State of **FLORIDA**, has named, PHYLLIS BOUCHER, located at 3100 Crump Road, Winter Haven, Florida 33881, as its Agent to accept Service of Process within this State.

**ACKNOWLEDGEMENT**

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this 13<sup>th</sup> day of October, 2004.

  
PHYLLIS BOUCHER, REGISTERED AGENT