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## SUPER SPORTS OF FLORIDA, LLC 292 WEST CENTRAL PARKWAY ALTAMONTE SPRINGS, FLORIDA 32714 (407) 625-0147

October 25, 2004

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

Re:

Super Sports of Florida, LLC

EIN: Applied For

Florida Articles of Organization

Dear Sir or Madam:

Enclosed are the Articles of Organization for Super Sports of Florida, LLC and one check for \$125.00 made payable to the Florida Department of State for the Articles of Organization fling fee of \$100.00 and the Designation of Registered Agent filing fee of \$25.00.

Please contact me if additional information concerning this matter is required.

Sincerely,

SUPER SPORTS OF FLORIDA, LLC

Shirley & Meda)

Shirley S. Deas

Managing Member

## ARTICLES OF ORGANIZATION for SUPER SPORTS OF FLORIDA, LLC (a Florida Limited Liability Company)

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby certifies that he is establishing a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the Limited Liability Company.

#### ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Limited Liability Company shall be **SUPER SPORTS OF FLORIDA**, **LLC.** The Florida mailing address and the Florida street address of its principal place of business is:

292 West Central Parkway Altamonte Springs, Florida 32714

#### ARTICLE II - DURATION

The period of this Company's duration is perpetual, commencing on October 25 2004, the date of execution of these Articles of Organization.

# ARTICLE III – INITIAL REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECION 608.415, FLORIDA TATE TES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/OFFICE, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is Super Sports of Florida, LLC
- 2. The name and address of the registered agent and office is:

Harry E. Harp 1031 W. Morse Blvd., Suite 200 Winter Park, Florida 32789-3750

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, Florida Statutes.

Date: 10 /25 / 2004

Harry E. Harp

#### ARTICLE IV – MANAGEMENT OF THE COMPANY

The business and affairs of this Company are to be managed by a Manager appointed in accordance with the terms of the Operating Agreement of the Company. The name and address of the Initial Managing Member is as follows:

Title:

Name and Address:

**MGRM** 

Shirley S. Deas

292 West Central Parkway, Altamonte Springs, FL 32714

### ARTICLE V-ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

#### ARTICLE VI - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

#### ARTICLE VII - AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

#### ARTICLE VIII - INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual : or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, By reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

## **ARTICLE IX - CONTINUATION OF BUSINESS**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon 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 accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true as of this 25<sup>th</sup> day of October, 2004.

Shirley S. Deas

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