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LAW OFFICES HARBSMEIER, DEZAYAS, APPEL & HARDEN, LLP

5 16 SOUTH LAKELAND DRIVE Post Office Box 6455 (33807) LAKELAND, FLORIDA 33813

TELEPHONE, (863) 619-7330

FAX: (863) 619-7303

WEBSITE: WWW, HDALAW, COM

November 4, 2004

Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314-6327

> Re: LSTP, L.L.C.

To Whom It May Concern:

Please find enclosed the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company for filing, together with our check in the amount of \$155.

I would appreciate your filing this limited liability company and return a certified copy in the envelope provided for your convenience.

Please call me should you have any questions or concerns in this matter.

Sincerely.

JEA/mld Enclosures

XC:

Lisa Genzer (w/encl)



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 9, 2004

HARBSMEIER, DEZAYAS, APPEL & HARDEN, LLP PO BOX 6455 LAKELAND, FL 33807

SUBJECT: LSTP, L.L.C.

Ref. Number: W04000041148

We have received your document for LSTP, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas Document Specialist

Letter Number: 204A00064069

LAW OFFICES HARBSMEIER, DEZAYAS, APPEL & HARDEN, LLP

5116 SOUTH LAKELAND DRIVE POST OFFICE BOX 6455 (33807) LAKELAND, FLORIDA 33813

TELEPHONE. (863) 619-7330 FAX: (863) 619-7303

WEBSITE: WWW.HDALAW.COM

November 18, 2004

Marsha Thomas, Document Specialist Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314-6327

Re:

LSTP, L.L.C.

Ref No.: W04000041148

Dear Ms. Thomas:

Pursuant to your letter of November 9, 2004, please find enclosed the revised Articles of Organization for filing in the above referenced matter. I have also enclosed a copy of your letter, per its instructions.

Please feel free to contact me should you have any questions in this matter.

Sincerely,

Jeffrey E. Appel jappel@hdalaw.com

JEA/mld Enclosures

XC:

Lisa Genzer

(w/encl)

ARTICLES OF ORGANIZATION OF

LSTP, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be	LSTP	÷ 10
, L.L.C., and its principal place of business shall be in t	the City of Orlando,	County of Orange,
State of Florida, but it shall have the power and authority to	establish branch offi	ces at such place or
places as may be designated by the members.		

ARTICLE II PURPOSES AND POWERS

This general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

- 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein to the same extent as a natural person might or could do.
- To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or companies carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such configacts.
- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or companies, and perform any service under contract or otherwise for any company, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may

ARTICLES OF ORGANIZATION – LSTP, LLC

under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. In general, to carry on any and all incidental business; to have and exercise all the proper business of collections or any other lawful businesses and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida laws or by other laws, or by these Articles of Organization, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III CAPITAL STOCK

The aggregate number of shares that the company shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the company that have been issued shall be the stated capital of the company at any particular time. The holders of the outstanding capital stock shall be entitled to received, when and as directed by the Board of Directors, dividends payable either in case, in property, or in shares of the capital stock of the company. The shares of the company are not to be divided into classes.

ARTICLES OF ORGANIZATION - LSTP, LLC

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

ARTICLE V INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members, who need not be a resident of the State of Florida, or shareholder of the company. The number of directors may be increased from time to time by the by-laws. The names and addresses of the initial directors of this company are as follows:

Lisa Genzer 9641 Crown Prince Lane

Windermere, FL 34786

Scott Genzer 9641 Crown Prince Lane

Windermere, FL 34786

ARTICLE VI DURATION

The period of duration of this company is perpetual.

ARTICLES OF ORGANIZATION – LSTP, LLC

ARTICLE VII ORGANIZER

The names and address of the persons signing these Articles of Organization are Lisa and Scott Genzer, 9641 Crown Prince Lane, Windermere, FLORIDA 34786.

ARTICLE VIII INDEMNIFICATION

The company shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX AMENDMENT

This company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments thereto.

ARTICLE X PRE-EMPTIVE RIGHTS

The holders of the common stock of this company shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this company that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the company. The pre-emptive right of any holder

ARTICLES OF ORGANIZATION – LSTP, LLC

right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization on the Ash day of October, 2004.

STATE OF FLORIDA COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Lisa Genzer and Scott Genzer, who are well known to me and who are persons described in and who executed and subscribed the above Articles of Organization, and did so freely and voluntarily acknowledged before me according to law that made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida, this 28th day of October, 2004.

ARTICLES OF ORGANIZATION - LSTP, LLC

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

- 1. The name of the company is LSTP, L.L.C.
- 2. The name and address of the registered agent is:

Jeffrey E. Appel, Esq. 5116 South Lakeland Drive Lakeland, Florida 33813

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Signature:

Date:

November 19, 2004