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(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FL

manu

Lori C. Kenyon
3382 Tempe Drive
Huntington Beach, CA 92649

December 13, 2004

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 245-6051

To Whom It May Concern:

Enclosed please find two signed copies of Articles of Organization and Designation of Registered Agent, along with two copies of Transmittal Letter, as required to form a Florida Limited Liability Company pursuant to Chapter 608, Florida Statutes.

My primary address is in California and is listed above.
My residence address in Florida is:

45 Ocean Crest Way
Unit 1012
Palm Coast, FL 32137-3266

My daytime telephone number is (714) 337-4298.

I have enclosed a check in the amount of \$160.00, to cover the filing fee, certificate status fee, and certified copy fee.

Please do not hesitate to contact me with any questions.

Sincerely,



Lori C. Kenyon

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TALLAHASSEE, FL 32314

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RSL Enterprises, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori C. Kenyon
(Name of Person)

(Firm/Company)

45 Ocean Crest Way, #1012
(Address)

Palm Coast, FL 32137-3266
(City/State and Zip Code)

For further information concerning this matter, please call:

Lori C. Kenyon at (714) 337-4298
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2004

LORI C. KENYON
45 OCEAN CREST WAY, #1012
PALM COAST, FL 32137-3266

SUBJECT: RSL ENTERPRISES, LLC
Ref. Number: W04000046740

We have received your document for RSL ENTERPRISES, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$160.00.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 904A00071115

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RSL Enterprises, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

755 N Courtenay Parkway

Suite 771

Merritt Island, FL 32953-4651

Mailing Address:

45 Ocean Crest Way

Unit 1012

Palm Coast, FL 32137-3266

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Lori C. Kenyon

Name

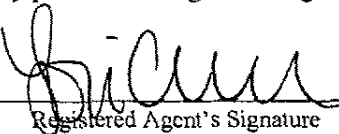
45 Ocean Crest Way, Unit 1012

Florida street address (P.O. Box **NOT** acceptable)

Palm Coast, FL 32137-3266

City, State, and Zip

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, F.S.


Registered Agent's Signature

(CONTINUED)

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SECRETARY OF STATE

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Lori C. Kenyon

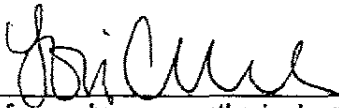
45 Ocean Crest Way, Unit 1012

Palm Coast, FL 32137-3266

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lori C. Kenyon

Typed or printed name of signee

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Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)