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2005 JAN 12 P 2: 03

(Requestor's Name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Address)

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(City/State/Zip/Phone #)

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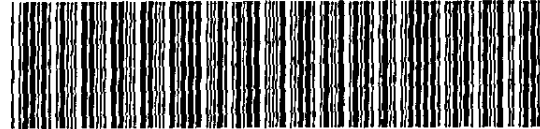
(Business Entity Name)

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Barnes Tropical Wholesale Home & Garden Décor, LLC
2692 W. Lake Mary Blvd., Suite 1000
Lake Mary, Florida 32746
(407) 268-4100

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 10, 2005

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

Gentlemen:

Enclosed please find executed Articles of Organization for Florida Limited Liability Company for Barnes Tropical Wholesale Home & Garden Décor, LLC, together with a check in the amount of \$125.00 covering fees related to filing, designation of registered agent, and certified copy.

In the event that the corporate name is not available, please advise the undersigned at telephone (407) 268-4100.

Thank you for your prompt attention to this matter.

Very truly yours,

Sharron Medlin

Sharron Medlin

Enclosure

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Barnes Tropical Wholesale Home & Garden Décor, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

1825 Carillon Park Drive
Oviedo, FL 32765

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

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

Sharron Medlin

Name

2692 W. Lake Mary Blvd., Suite 1000

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

Lake Mary, Florida 32765

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..

Sharon Medlin

Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

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

Sharon Medlin

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.)

Sharron Medlin

Typed or printed name of signee