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LOS-11320  
JR

*John C. Gesch, P. A.*  
*Attorney at Law*

JOHN C. GESCH

2365 SOUTH CONGRESS AVENUE  
WEST PALM BEACH, FLORIDA 33406-7651  
TEL. (561) 964-7400  
FAX (561) 964-7504

January 25, 2005

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attn: New Filings Section

Re: **BAR NONE HOLDINGS, LLC**

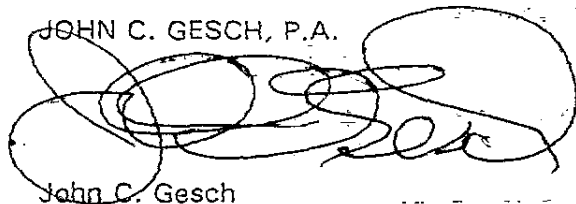
Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced company. I am also enclosing check #09529 in the amount of \$155.00 in payment of filing fees, etc., and one certified copy of Articles.

Thank you for your assistance and cooperation in this regard.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag  
Enclosures

cc: Bar None Holdings, LLC Attn: Benjamin J. Townend

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**ARTICLES OF ORGANIZATION**

**OF**

**BAR NONE HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be BAR NONE HOLDINGS, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company are 902 North Dixie Highway, Lantana, Florida 33462.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

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

Benjamin J. Townend

4878 Palo Verde Drive  
Boynton Beach, Florida 33436

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#### ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as follows:

Benjamin J. Townend	\$1,000.00
Bruce C. Moore, Jr.	\$1,000.00
William R. Cray, Jr.	\$1,000.00

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the

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continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

#### ARTICLE IX - MANAGEMENT

The company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managers of the company are:

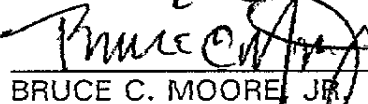
Benjamin J. Townend	4878 Palo Verde Drive Boynton Beach, Florida 33436
Bruce C. Moore, Jr.	157 Lucina Drive Hypoluxo, Florida 33462
William R. Cray, Jr.	811 NE 70th Street Boca Raton, Florida 33487

#### ARTICLE X - OWNERSHIP UNITS

Benjamin J. Townend	1,000
Bruce C. Moore, Jr.	1,000
William R. Cray, Jr.	1,000

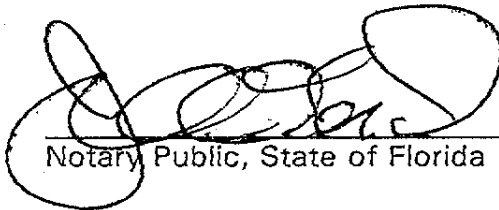
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, Palm Beach County, Florida on January 25, 2005.

  
BENJAMIN J. TOWNEND

  
BRUCE C. MOORE, JR.

  
WILLIAM R. CRAY, JR.

Sworn to and subscribed before me this 25<sup>th</sup> day of January, 2005, by Benjamin J. Townend, Bruce C. Moore, Jr., and William R. Cray, Jr., all of whom are personally known to me.

  
Notary Public, State of Florida

(seal)



John C. Gesch  
Commission # DD078068  
Expires Jan. 22, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

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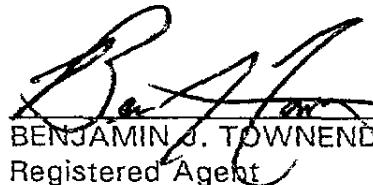
CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, BAR NONE HOLDINGS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is BAR NONE HOLDINGS, LLC.
2. The name and street address of the registered agent in Florida are:

Benjamin J. Townend  
4878 Palo Verde Drive  
Boynton Beach, Florida 33436

The undersigned, being the person named in the articles of organization of BAR NONE HOLDINGS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
BENJAMIN J. TOWNEND  
Registered Agent

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