

W5000026905

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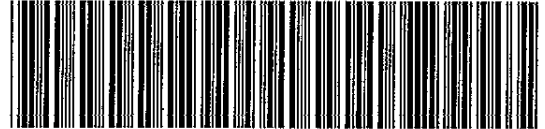
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# TAX ADVANTAGE

Income Tax Services  
Financial & Insurance Services  
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**JAMES K. REESE, EA**

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1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

March 14, 2005

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

Re: Articles of Organization – Heavenly Wines, LLC

Dear Sir or Madam:

Enclosed are (2) original Articles of Organization for the above referenced corporation and my check in the amount of \$125.00 for the filing fees. Please file the Articles and return one copy of the Articles to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,



James K. Reese, EA

Enclosures:  
(2) Copies of Articles of Organization  
Check for \$125.00

**ARTICLES OF ORGANIZATION**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**  
**OF**  
**HEAVENLY WINES, LLC**

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

**ARTICLE I - NAME**

The name of this limited liability company shall be:

**HEAVENLY WINES, LLC**

**ARTICLE II - ADDRESS**

The principal place of business and mailing address of the limited liability company shall be at 265 Edge of Woods Road, St. Augustine, Florida 32092.

**ARTICLE III – DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. 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 - INITIAL REGISTERED AGENT & ADDRESS**

The name and street address of the initial registered agent of the company in the State of Florida is:

Joseph Quinn  
265 Edge of Woods Road  
St. Augustine, Florida 32092

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TALLAHASSEE, FLORIDA

## **ARTICLE V – 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 the 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 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 VI –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 continued membership of a member in the company, unless the business of the company is continued by unanimous vote of the remaining members.

## **ARTICLE VII –MANAGEMENT**

The company shall be managed by the members 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 name and addresses of the members of the company are:

Joseph Quinn  
265 Edge of Woods Road  
St. Augustine, Florida 32092

Timothy Quinn  
273 Edge of Woods Road  
St. Augustine, Florida 32092

Luis Grabowsky  
281 Edge of Woods Road  
St. Augustine, Florida 32092

## **ARTICLE VIII - SPECIAL PROVISION**

It is the intent of the members that the limited liability company will execute any necessary documents with the Internal Revenue Service concerning the taxation as a corporation and that the limited liability company will file Form 8832.

STATE OF FLORIDA  
COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Joseph Quinn to me known to be the person described as subscribed in and executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above on this the 12<sup>th</sup> day of March, 2005.



Elizabeth H. McIlrath  
My Commission DD066386  
Expires October 22, 2005

Elizabeth H. McIlrath  
Notary Public

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is:

**HEAVENLY WINES, LLC**

The name and address of the Registered Agent and Office

**Joseph Quinn**  
**265 Edge of Woods Road**  
**St. Augustine, Florida 32092**

SIGNATURE

Joseph F. Quinn  
Joseph Quinn

TITLE

Managing Member

DATE

3/12/2005

The undersigned, being the person named in the Articles of Organization of Heavenly Wines, 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.

SIGNATURE Joseph F Quinn  
Joseph Quinn  
TITLE Registered Agent  
DATE 3-12-2005