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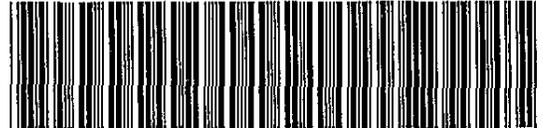
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

F7 Properties, LLC

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- Officer Search _____
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Name

Date

Time

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
F7 PROPERTIES, 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 the limited liability company shall be F7 PROPERTIES, LLC. The street address of the principal office of the limited liability company in Florida shall be 6550 New Tampa Highway, Suite B, Lakeland, Florida 33815, and the mailing address shall be 6550 New Tampa Highway, Suite B, Lakeland, Florida 33815.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 5th day of May, 2005, and shall exist perpetually.

ARTICLE III - PURPOSES AND POWERS

The specific purpose for which this limited liability company is organized is to hold, develop, buy, sell, lease, exchange or otherwise deal with all types of real and personal property. The general purpose for which the limited liability company is organized is to engage in any and all commercial and business activities not prohibited by law and to transact any lawful business for which a limited liability company may be organized

under the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the limited liability company in the State of Florida is PAUL W. WOOD, 6550 New Tampa Highway, Suite B, Lakeland, Florida 33815.

ARTICLE V - CAPITAL CONTRIBUTIONS

The member of the limited liability company shall contribute to the capital of the limited liability company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the limited liability company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

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

consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The limited liability company shall be dissolved as may be provided in the Operating Agreement of the limited liability company, or upon unanimous consent of all members.

ARTICLE IX - MANAGEMENT

The limited liability company shall be managed as directed by the member in accordance with the Operating Agreement which may contain any provisions for the management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The name and address of the initial member of the company are:

<u>NAME</u>	<u>ADDRESS</u>
FORTUNE 7, INC.	6550 New Tampa Highway Suite B Lakeland, Florida 33815

Initially this limited liability company shall be a manager managed company, and all rights and powers of management of the limited liability company are reserved for the appointed manager, whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
PAUL D. GATES	6550 New Tampa Highway Suite B Lakeland, Florida 33815

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Plant City, Florida,

for the foregoing uses and purposes this 5 day of May, 2005.

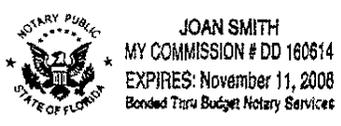
FORTUNE 7, INC., a Florida corporation

BY: Paul D. Gates
PAUL D. GATES, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared PAUL D. GATES, President of FORTUNE 7, INC., a Florida corporation, on behalf of said corporation, and who declared his identity and confirmed his corporate title and who has produced his Driver's License as personal identification.

Joan Smith
Name: Joan Smith
Notary Public, State of Florida
My commission expires: 11-11-06



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of F7 PROPERTIES, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as such registered agent and is familiar with, and accepts the

obligations of registered agent as provided in Chapter 608, Florida Statutes.

Paul W. Wood

PAUL W. WOOD
Registered Agent

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

The total amount of cash contributions is \$1,000.00.

Total additional contributions will be made as may be required for investment purposes by unanimous written consent of all the members.