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TALLAHASSEE FLORIDA

W05/11/05

EFFECTIVE DATE

4/25/05

Up

SLOTT, BARKER & NUSSBAUM

ATTORNEYS AT LAW,

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 East Duval Street
Jacksonville Florida 32202-2718
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ARNOLD H. SLOTT, P.A.*
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WILLIAM NUSSBAUM, P.A.**
E-mail: nusslaw3@bellsouth.net

* CERTIFIED CIRCUIT CIVIL MEDIATOR

** BOARD CERTIFIED REAL ESTATE LAWYER

April 26, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

W05-22668

Re: **Lee's Z Best, LLC**

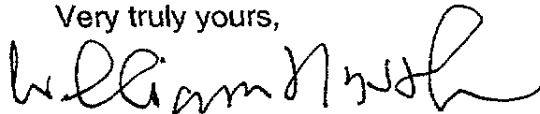
Ladies and Gentlemen:

I enclose original and copy of Articles of Organization for Lee's Z Best, LLC.

I also enclose our check for \$125.00 as the Filing Fee and Registered Agent Fee.
Please send your acknowledgment to our office at the address listed above.

Thank you for your assistance.

Very truly yours,



William Nussbaum

WN:xdw
cc: Louis Black

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05 APR 27 PM 1:38
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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 4, 2005

WILLIAM NUSSBAUM
SLOTT, BARKER & NUSSBAUM
334 EAST DUVAL STREET
JACKSONVILLE, FL 32202-2718

SUBJECT: LEE'S Z BEST, LLC
Ref. Number: W05000022668

We have received your document for LEE'S Z BEST, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article II does not include the registered office address, and Article VI is unclear.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 005A00031882

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TALLAHASSEE FLORIDA

SLOTT, BARKER & NUSSBAUM

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 East Duval Street
Jacksonville Florida 32202-2718
Telephone (904) 353-0033
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May 9, 2005

ARNOLD H. SLOTT, P.A.*
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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Lee's Z Best, LLC

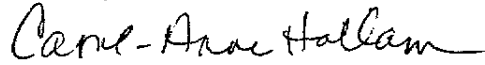
Ladies and Gentlemen:

I enclose original and copy of (corrected) Articles of Organization for Lee's Z Best, LLC, together with your letter of May 4, 2005 concerning the needed correction.

Please send your acknowledgment to our office at the address listed above.

Thank you for your assistance.

Sincerely,



Carol-Anne Hallam, CLA
Certified Legal Assistant

:cah
Enclosures

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
LEE'S Z BEST, LLC**

The undersigned subscriber to these Articles of Organization (these "Articles"), a natural person competent to contract and a member of the limited liability company hereinafter named, hereby forms a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Sections 608.401, et seq., of the State of Florida. All capitalized terms in these Articles shall have the meaning defined by the Florida Limited Liability Company Act or, if not there defined, shall have the meaning defined in its Operating Agreement.

**ARTICLE I
NAME**

The name of the limited liability company is Lee's Z Best, LLC (the "Company").

**ARTICLE II
COMPANY ADDRESSES**

The street address of the principal office of the Company is 4626 West River Point Rd., Jacksonville, Florida, and its mailing address is 4626 West River Point Rd., Jacksonville, FL 32207, at the time of execution of these Articles.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office is Slott, Barker & Nussbaum, 334 East Duval St., Jacksonville, FL 32202, and the name of its initial registered agent at such address is William Nussbaum.

**ARTICLE IV
OPERATING AGREEMENT**

The affairs of the Company and the conduct of its business, the duties of its Members in addition to those established by law and the relations between and among the Members, managers and Company shall be governed by its Operating Agreement, which shall be adopted by its Members.

**ARTICLE V
MANAGEMENT**

The Company is to be a manager-managed Company.

**ARTICLE VI
EFFECTIVE DATE**

The Effective date of the organization of the Company shall be the date hereof or five (5) days prior to the filing of these Articles of Organization, whichever is the later.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/25/05

DATED at Jacksonville, Florida on April 25, 2005.

Louis Black
Louis Black

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with law, the following is submitted:

First, that Lee's Z Best, LLC, desiring to organize or qualify under the laws of the State of Florida, with the street address of its principal place of business at 4626 West River Point Rd., Jacksonville, Florida, 32207, has named William Nussbaum, located at Slott, Barker & Nussbaum, 334 East Duval St., Jacksonville, FL 32202, as its registered agent and its agent to accept service of process within Florida.

LEE'S Z BEST, LLC

By: Louis Black
Louis Black
Its Managing Member

Having been named as registered agent and agent to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of registered agent as provided by Florida Statutes, Chapter 608.

DATED April 25, 2005.

William Nussbaum
William Nussbaum
Registered Agent

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TALLAHASSEE FLORIDA