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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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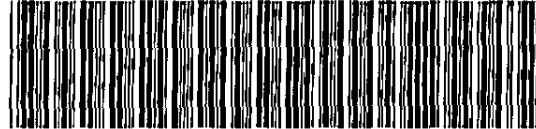
(Business Entity Name)

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
CIANFRONE, POLSTER & De FURIO

A Partnership of Professional Associations

Joseph R. Cianfrone
James R. De Furio
Neil E. Polster
Anne M. Malley

1964 Bayshore Boulevard
Dunedin, Florida 34698

(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

May 20, 2005

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

RE: Bookmark Cafe, LLC

Dear Sir/Madame:

Enclosed please find a check in the amount of \$155.00 payable to the Department of State for the filing fees and certified copy for the above-reference LLC.

After filing, please return the certified copy to the undersigned at the above address.

Your prompt attention to this matter is appreciated.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

JRC:dmc
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
BOOKMARK CAFE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

BOOKMARK CAFE, LLC.

**ARTICLE II
ADDRESS**

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

165 Lakeview Way
Oldsmar, Florida 34677

**ARTICLE III
DURATION**

The limited liability company shall dissolve and terminate at the earliest of the following events:

1. Written consent of all members;
2. Thirty years from the date of the formation of the limited liability company;
3. The entry of decree of judicial dissolution.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by the members and the names and addresses of the managing members are:

1. Howard F. Ritchie, Jr.
165 Lakeview Way
Oldsmar, Florida 34677
Tel (727) 692-7058
2. S. Michael Crivello
18110 W. Bluemound Road
Brookfield, Wisconsin 53045

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of all members, and in accordance with requirements, provided in the Operating Agreement.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the limited liability company continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued Membership of a Member in the limited company shall be granted by the unanimous consent of all remaining Members.



Signed-Authorized Representative

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joseph R. Cianfrone
(Typed Name Signee)

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CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

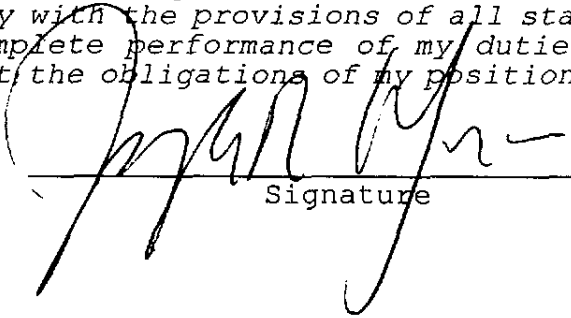
1. The name of the limited liability company is:

BOOKMARK CAFE, LLC

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

Joseph R. Cianfrone, Esquire
1964 Bayshore Boulevard
Dunedin, Florida 34698

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.



Signature