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MJH

To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
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**LIMITED LIABILITY COMPANY**

RMJ Wholesalers, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of the business of the limited liability company.

**ARTICLE I**

The name of the Limited Liability Company shall be **RMJ Wholesalers, LLC**, and its principle place of office shall be located at 1061 N.W. 50<sup>th</sup> Drive, Deerfield Beach, State of Florida, 33064 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation,

joint stock company, association, partnership, firm syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance to it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of the limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any other of the purposes or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers set forth in these Articles, either alone or in association with others incidental or others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of this limited liability company by unanimous vote of the members of the limited liability company.

### **ARTICLE V MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of time of admission to the limited liability company.

A members interest, in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

On the death, retirement, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company. Additional contributions will be made as required by the members.

#### ARTICLE VII PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

#### ARTICLE VIII REGISTERED AGENT NAME AND ADDRESS

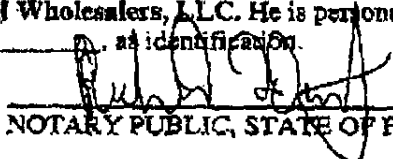
The name and the Florida street address of the registered agent are:

John P. Fernandez  
1061 N.W. 50<sup>th</sup> Drive, Deerfield Beach, Florida, 33064

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 as provided for in Chapter 608, F.S..

  
John P. Fernandez, Registered Agent

The foregoing instrument was acknowledged before me this 2 day June, 2005, by John P. Fernandez, agent on behalf of RMI Wholesalers, LLC. He is personally known to me ✓ or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA

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Richard Duitz  
Commission #DD299560  
Expires: Mar 11, 2008  
Bonded Through  
Atlantic Bonding Co., Inc.

**ARTICLE IX  
MANAGEMENT**

Management of this limited liability company is reserved to its members whose names and addresses are as follows: John P. Fernandez, 1061 N.W. 50<sup>th</sup> Drive, Deerfield Beach, Florida, 33064; Mark Korwan, 107 Woodlawn Road, San Marco, Florida 32187; and Randy F. Anglin, 901 NW 4<sup>th</sup> Avenue, Fort Lauderdale, Florida 33311

In compliance with Florida Statute 608.407(2), the undersigned members or authorized representative of a member of RMJ Wholesalers, LLC, deposes and says:

- 1 The Limited Liability Company identified above has at least two members.
- 2 The total amount of cash contributed by the members is \$1,000.00.

  
John P. Fernandez

The foregoing instrument was acknowledged before me this 2 day June, 2005 by John P. Fernandez, Managing Member, on behalf of RMJ Wholesalers, LLC, a limited liability company. They are personally known to me ✓ or have produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA



Richard Duitz  
Commission #DD299560  
Expires: Mar 11, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.