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LD5-71743  
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05 JUL 18 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/18/05  
LCC

LAW OFFICES OF  
**FITZPATRICK, COOPER & BROWN LLP**

FARLEY BUILDING, SUITE 600  
1929 THIRD AVENUE NORTH  
BIRMINGHAM, ALABAMA 35203

RAYMOND P. FITZPATRICK, JR.  
J. MICHAEL COOPER  
GARY L. BROWN

TELEPHONE (205) 320-2255  
TELECOPIER (205) 320-7444

July 15, 2005

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

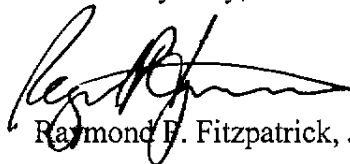
Re: New Filing

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization for a limited liability company to be formed under the laws of the State of Florida: Notes Cigar Shop, LLC. Also enclosed is a check in the amount of \$125 for filing fees.

If there are any questions please do not hesitate to call.

Yours very truly,



Raymond P. Fitzpatrick, Jr.

**THIS DOCUMENT PREPARED BY:**

Raymond P. Fitzpatrick, Jr.  
10254 E. Co. Hwy. 30-A, 11E  
Seacrest Beach, FL 32413

STATE OF FLORIDA     )  
                                  )  
COUNTY OF ORANGE    )

**ARTICLES OF ORGANIZATION**

**OF**

**NOTES CIGAR SHOP, LLC**

The undersigned members, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization:

**ARTICLE I**  
**NAME**

The name of this limited liability company (the "Company") shall be: Notes Cigar Shop, LLC.

**ARTICLE II**  
**DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or its Operating Agreement.

**ARTICLE III**  
**PURPOSE**

The nature of the business of the Company and its object, purpose and power is to carry on retail sales of tobacco products and other retail goods and any lawful business whatsoever that is calculated, directly or indirectly, to promote the interest of the Company.

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**05 JUL 18 AM 10:25**  
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TALLAHASSEE, FLORIDA

**ARTICLE IV**  
**REGISTERED AGENT/OFFICE**

The local and mailing address of the initial registered office of the Company shall be 10254 East County Highway 30A, Unit 11E, Seacrest Beach, Florida 32413, and its registered agent at such address shall be Raymond P. Fitzpatrick, Jr.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 10254 East County Highway 30A, Unit 11E, Seacrest Beach, Florida 32413

**ARTICLE VI**  
**INITIAL MEMBERS**

The name and address of the initial sole member (the "Member") of the Company are:

<b><u>Member</u></b>	<b><u>Street Address</u></b>
Eric J. Flores	95-14 108 Avenue Ozone Park, NY 11417

**ARTICLE VII**  
**ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members in the manner provided in the Company's Operating Agreement.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Florida or these Articles.

**ARTICLE IX**  
**CONTINUATION UPON CESSATION OF MEMBER**

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within 90 days of the cessation of membership of the last Member to continue the legal existence and business of the Company and

to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement.

**ARTICLE X**  
**MANAGEMENT**

The Company's business and operations shall be managed by one managing member pursuant to the provisions governing the management of the Company as set forth in the Company's Operating Agreement. The name and address of the initial Managing Members is:

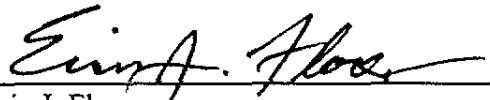
**Member**

Eric J. Flores

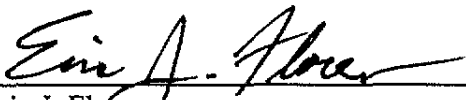
**Street Address**

95-14 108 Avenue  
Ozone Park, NY 11417

IN WITNESS WHEREOF, the undersigned sole Member has executed these Articles of Organization this 9<sup>th</sup> day of July 2005.

  
Eric J. Flores

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

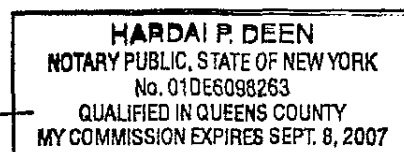
  
Eric J. Flores

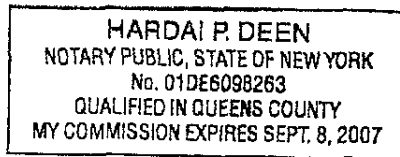
STATE OF NEW YORK     )  
                                      )  
Queens COUNTY     )


I, the undersigned notary public in and for said County and State, hereby certify that Eric J. Flores, whose name is signed to the foregoing Articles of Organization, and who is personally known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 9 day of July 2005.



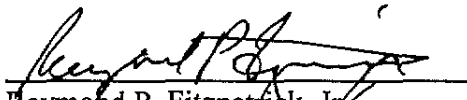




  
Notary Public  
My Commission Expires: Sept. 8, 2007  
(SEAL)

**STATEMENT OF REGISTERED AGENT**


I, the undersigned, Raymond P. Fitzpatrick, Jr., hereby accept the appointment as registered agent of the Company as provided in these Articles of Organization and state that I am familiar with, and accept the obligations of such position as registered agent of the Company as provided in the Florida Limited Liability Company Act.

  
Raymond P. Fitzpatrick, Jr.

STATE OF ALABAMA     )  
                                      )  
JEFFERSON COUNTY     )

I, the undersigned notary public in and for said County and State, hereby certify that Raymond P. Fitzpatrick, Jr., whose name is signed to the foregoing Articles of Organization, and who is personally known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 15<sup>th</sup> day of July 2005.

  
Notary Public  
My Commission Expires: 10/02/08  
(SEAL)

**FILED**  
05 JUL 18 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA