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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Moffitt Enterprises, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Clark A. Stillwell  
(Name of Person)

Law Office of Clark A. Stillwell, LLC  
(Firm/Company)

Post Office Box 250  
(Address)

Inverness, Florida 34451-0250  
(City/State and Zip Code)

For further information concerning this matter, please call:

Clark A. Stillwell at ( 352 ) 726 - 6767  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy<br>(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy<br>(additional copy is enclosed) |
|--|--|--|--|

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION OF**  
**MOFFITT ENTERPRISES, L.L.C.**

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 business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be MOFFITT ENTERPRISES, L.L.C., and its principal office shall be located at Post Office Box 119, North Side Cayman Island, Grand Cayman, BWI, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be Post Office Box 119, North Side Cayman Islands, Grand Cayman, BWI.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses 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 of a 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, or of any 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 of 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 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 it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any 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 other incidental or pertaining to, or growing 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 business or 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 inference 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 the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE IV MANAGEMENT**

This limited liability company shall be managed by one or more managers. The name and address of the initial manager who shall serve until a successor is elected and qualified is as follows:

Phillip Thomas Moffitt  
P.O. Box 119  
North Side Cayman Island  
Grand Cayman, BWI

#### **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 the time of admission to the limited liability company.

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

On the death, retirement, resignation, 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 by each member in equal shares. Additional contributions will be made as required for investment purposes, as determined by

unanimous consent of the member(s). Member(s) will make contributions in equal shares..

## **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. 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 the business of the limited liability company. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business according to each members pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

## **ARTICLE VIII DURATION**

This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 320 Highway 41 South, City of Inverness, County of Citrus, State of Florida, and the name of the company's initial registered agent at that address is Clark A. Stillwell.

**[SIGNATURE PAGES TO FOLLOW]**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MOFFITT ENTERPRISES, L.L.C.

Executed by the undersigned at Inverness, Fla  
on Aug. 3, 2005.

MOFFITT ENTERPRISES, L.L.C.

MEMBERS:

Phillip Thomas Moffitt;  
Scooter Logic LTD.

[Signature]  
Phillip Thomas Moffitt, Managing Member

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this 2nd day of August, 2005, by Phillip Thomas Moffitt,  
MOFFITT ENTERPRISES, L.L.C.

is personally known to me X (yes/no)  
produced identification \_\_\_\_\_ (yes/no)  
I.D. produced \_\_\_\_\_ (if applicable)

[Signature]

Notary Public

Name:

Commission No.:

Commission Expires:

(Notary stamp or seal)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for MOFFITT ENTERPRISES, L.L.C. at the place designated in these Articles, I 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.

DATED: 8/3/05

  
Clark A. Stillwell

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SECRETARY OF STATE  
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