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To:

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From:

Account Name : JOSEPH M. BALOCCO, P.A.
Account Number : I20000000147
Phone : (954) 764-0005
Fax Number : (954) 764-1478

W05-39776

LIMITED LIABILITY COMPANY

D & S Holdings, LLC

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|-----------------------|----------|
| Certificate of Status | 1 |
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State
TALLAHASSEE, FLORIDA

August 23, 2005

JOSEPH M. BALOCCA, P.A.

SUBJECT: D & S HOLDINGS, LLC
REF: W05000039776

See Attached

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

Limited liability companies are either member-managed or manager-managed - not both. Member-managed companies are managed by the members of the limited liability company. Manager-managed companies are managed by non-members. Please amend your document to reflect either the limited liability company is member-managed or manager-managed. If the limited liability company is member-managed, list the names and addresses of the members who will manage the company and identify them solely as managing members. If the limited liability company is manager-managed, list the names and addresses of the non-members who will manage the company and identify them solely as managers. You cannot list both managers and managing members.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
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**ARTICLES OF ORGANIZATION
OF
D & S HOLDINGS, LLC**

2005 AUG 23 A 11: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the Limited Liability Company is: D & S Holdings, LLC

ARTICLE II - ADDRESS:

The mailing address and the street address of the principal office of the Limited Liability Company is 2597 SE 12 Street, Pompano Beach, FL 33062.

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV- MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Name

Address

Stephen D. DeVito, Jr.

2597 SE 12 Street
Pompano Beach, FL 33062

Diren Kesavalu

100 Bayview Drive, #1807
Sunny Isles Beach, FL 33160

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be conditioned upon the unanimous consent of the members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a

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member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be conditioned upon the unanimous consent of the remaining members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 22 day of August, 2005. H0500201389 3



Signature of a member or an authorized representative of a member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.)

Stephen D. DeVito, Jr.

Typed or printed name of signer

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.607, 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: D & S HOLDINGS, LLC
2. The name and the Florida street address of the registered agent are:

Stephen D. DeVito, Jr.
2597 SE 12 Street
Pompano Beach, FL 33062

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

TOTAL P.03

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