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SECRETARY OF STATE
FLORIDA



600074580566

(Requestor's Name)

Josephine M. Cristantiello
2605 Southwest 29th Ave.
Cape Coral, FL 33914

(Address)

(City/State/Zip/Phone #)

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ARTICLES OF ORGANIZATION **FILED**
LOVE BUGS TU-LIPS, L.L.C.

ARTICLE I. NAME

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SECRETARY OF STATE

The name of this Limited Liability Company is "Love Bugs Tu-Lips, L.L.C.". It is referred to in these Articles of Organization as the "Company." It is organized under the laws of the State of Florida pursuant to Chapter 608, Florida Statutes.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is 2605 Southwest 29th Avenue, Cape Coral, Florida, 33914.

ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

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

Josephine M. Cristantiello, Registered Agent
2605 Southwest 29th Avenue
Cape Coral, Florida 33914

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 in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV.

MANAGEMENT OF COMPANY

Paragraph 4.1. *Designation of Management.* The business and affairs of the Company are controlled by Managers, Josephine M. Cristantiello and JulieAnn Smith, with such powers and authority, as provided for under these Articles of Organization and under Florida Law.

Paragraph 4.2. *Operating Managers.* The Operating Managers, Josephine M. Cristantiello and JulieAnn Smith, are the chief executive and operating officers of the Company and are

responsible for the general overall supervision of the business and affairs of the Company. The Operating Managers have the following responsibilities:

- (a) when present, preside at all meetings of the Members and Managers of the Company;
- (b) sign, on behalf of the Company, deeds, mortgages, binders, contracts or other instruments that have been appropriately authorized to be executed, except in cases where the signing or execution is expressly delegated this Agreement, by the Act, or by the Members to some other Officer or agent of the Company;
- (c) effectuate this Agreement and the regulations and decisions of the Members;
- (d) direct and supervise the operations of the Company;
- (e) establish charges for services and products of the Company, within any parameter set by the Members, as may be necessary to produce adequate income for the efficient operation of the Company;
- (f) set and adjust wages and rates of pay for all personnel of the Company within the budget established by the Members;
- (g) appoint, hire, and dismiss all personnel and regulate their hours of work and job responsibilities;
- (h) keep the Members advised in all matters pertaining to the operation of the Company, services rendered, operating income and expenses, financial position, and to this end, prepare and submit a report to the Members at each regular meeting and at other times as may be directed by the Members; and
- (i) such other duties as may be prescribed by the Members or the Managers.

Paragraph 4.3. *Other Management Officers.* The Operating Managers may, at their discretion, designate other Managers to exercise such offices and with such responsibilities as they deem appropriate for the Company. A person need not be a Member to be selected as an Officer, and the same person may hold two or more offices. The Managers will designate which Officer of the Company has the responsibility for preparing minutes of the meetings of the Members and Managers, and for authenticating the records of the Company.

Paragraph 4.4. *Removal.* Any one or more of the Managers or all of the Managers may be removed from office, with or without cause, at the discretion of the Operating Managers, Josephine M. Cristantiello and JulieAnn Smith.

Paragraph 4.5. *Employment.* Until otherwise determined by the Members, or the Managers, or by the Operating Managers of the Company, Josephine M. Cristantiello and JulieAnn Smith,

Members may be employed by the Company at such salaries and under such terms and conditions as agreed upon in separate employment agreements between such individual and the management of the Company. Any Member employed by the Company under this subsection may, at such person's option, be included in any group insurance or benefit plan offered generally to the employees of the Company. In all events, any expense incurred by any Member, Manager, Officer or employee of the Company which is reasonable and necessary in the conduct of the business of the Company is reimbursable in full to the person incurring such expense on behalf of the Company.

ARTICLE V TRANSFER OF INTEREST IN COMPANY

A member may not sell, assign, transfer or otherwise dispose of, or pledge, hypothecate or otherwise encumber his or her interest in the Company, in whole or in part, without the express written permission of the Operating Managers, Josephine M. Crantiello and JulieAnn Smith. The Members acknowledge that any act taken in violation of this provision is null and void *ab initio*.

ARTICLE VI DISSOLUTION AND WINDING UP OF COMPANY

Paragraph 6.1. The company is to be dissolved should any of the following events or circumstances arise:

- (a) Upon the death or legal incapacity of either of the Operating Managers, Josephine M. Crantiello and JulieAnn Smith.
- (b) Upon the written election of the Operating Managers, Josephine M. Crantiello and JulieAnn Smith. Such Notice to be provided to other Managers and Members.

Paragraph 6.2. *Procedures for Winding Up Company.* The following principles govern the winding up of the Company affairs when the Company is to be dissolved without being reconstituted.

- (a) *"Administrator" Defined.* The term "Administrator" refers to either the Operating Managers, or in the absence of the Operating Managers, then to the Managers and in the absence of Managers to one or more receivers appointed either by a majority in Interest of the Members, or by a court of competent jurisdiction.
- (b) *Responsibility for Administration.* In the event that the Company is being dissolved, the administrators will be responsible for administration of the Company for the purpose of winding up the Company's affairs.

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- (c) *Accounting.* The administrator is to take full account of the Company's assets and liabilities with assistance from the Company's accountants. Upon completion of the inventory following the date of liquidation, each Member is to be furnished with a statement prepared by the Company's accountants. This statement will itemize the assets and liabilities of the Company as of the date of complete liquidation.
- (d) *Authority to Liquidate.* The administrator is to liquidate the assets of the Company as promptly as is consistent with obtaining the fair value of the assets. A reasonable time, including without limitation any time required to collect deferred payment obligations, is allowed for the orderly liquidation of the assets of the Company and the discharge of liabilities to creditors so as to enable the administrator to minimize the normal losses attendant upon the liquidation.
- (e) *Authority to Handle Deferred Payment Obligations of the Company.* The administrator has authority to sell any, all or substantially all of the assets of the Company for deferred payment obligations, and to hold, collect and otherwise administer any deferred payment obligations held by, or acquired as assets of, the Company regardless of the terms of such obligations.
- (f) *Priorities of Applications of Proceeds.* The administrator is to apply the proceeds from the liquidation of the assets of the Company in the following order of priorities:
- (1) Repayment of all creditors of the Company, including creditors who are Members, to the extent permitted by law, in satisfaction of all liabilities of the Company;
 - (2) To the extent not provided for in subparagraph (1) hereinabove, repayment of all creditors of the Company who are Members;
 - (3) Establishment of a reasonable reserve for contingencies;
 - (4) Payment to all Members in satisfaction of liabilities for distributions to Members; and
 - (5) Payments to all Members *pro rata* according to ownership interest;
- (g) *Formalities of Dissolution.* When the administrator has complied with the distribution plan set forth above, the Members will execute and acknowledge any instruments required under law in order to dissolve the Company, and cause such instruments to be filed with the appropriate office.

SIGNATURE TO FOLLOW

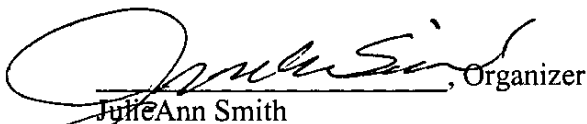
IN WITNESS WHEREOF, the Organizers of the Company have executed these Articles of Organization on the 10th day of May, 2006, at Cape Coral, Florida. D

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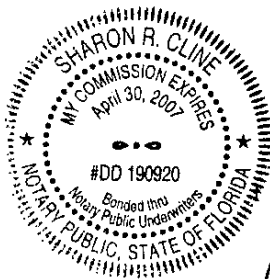

Josephine M. Cristantiello, Organizer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2605 Southwest 29th Avenue
Cape Coral, Florida 33914


Julie Ann Smith, Organizer

1518 Southeast 35th Terrace
Cape Coral, Florida 33904



State of Florida
County of Lee


4-30-07