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JB

**Law Offices of  
H. Charles Woerner, Jr., P.A.  
Attorney & Counselor At Law**

Telephone (386) 767-9811  
Facsimile (386) 788-0748

2001 South Ridgewood Avenue  
South Daytona, Florida 32119

May 23, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle West  
Tallahassee, FL 32301

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RE: A.G.I. GROUP, L.L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization of A.G.I. GROUP, L.L.C. to be registered as a Florida limited liability company. Please return to this office a certified copy of the Articles.

Also enclosed is our check in the amount of \$155.00 to cover the following fees:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certified Fee	<u>30.00</u>
<b>TOTAL</b>	<b>\$155.00</b>

*Thank you for your cooperation and prompt attention to this matter.*

Very truly yours,

  
H. CHARLES WOERNER, JR.

HCWjr/dz  
Enclosures

ARTICLES OF ORGANIZATION OF  
A.G.I. GROUP, L.L.C.,  
A 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 business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be A.G.I. GROUP, L.L.C., and its principal office shall be located at 781 Cobblestone Way, in the City of Ormond Beach, County of Flagler, State of Florida, 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 781 Cobblestone Way, Ormond Beach, Florida 32174.

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. To buy, market, package, distribute, process, manufacture, bottle and sell bottled water and beverages of every type and kind, and to carry on any and all

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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

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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 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 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 MANAGEMENT

This limited liability company shall be a manager managed limited liability company. The manager shall be designated appointed or elected in accordance with the Operating Agreement of the limited liability company. The name and address of the

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person who shall serve as manager until a successor is elected and qualified as follows:

Suk Young Lee  
781 Cobblestone Way  
Ormond Beach, FL 32174

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#### ARTICLE IV MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by written consent of the members having a majority of the voting interest of the limited liability company. 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 written consent of the members having a majority of the voting interest of the limited liability company.

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 by written consent of the members having a majority of the voting interest of the limited liability company

#### ARTICLE V CAPITAL CONTRIBUTIONS

An initial capital contribution in the amount of \$1,500.00 cash shall be paid to the limited liability company by the initial member. Contributions required of new members shall be determined by written consent of the members having a majority of the voting

interest of the limited liability company as determined at the time of admission of the new member to the limited liability company.

#### ARTICLE VI 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 specified as follows:

<u>NAME</u>	<u>PERCENTAGE</u>
SUK YOUNG LEE	100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being upon formation.

(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, or, if these sources are insufficient to cover such losses as determined by the members in the Operating Agreement.

#### ARTICLE VII DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.


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ARTICLE VIII  
INITIAL REGISTERED OFFICE AND REGISTERED  
AGENT

The address of the initial registered office of the limited liability company is 781 Cobblestone Way, City of Ormond Beach, County of Flagler, State of Florida 32174, and the name of the company's initial registered agent at that address is Suk Young Lee.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of A.G.I. GROUP, L.L.C.

Executed by the undersigned at South Daytona, Florida on May 23<sup>rd</sup>, 2006.

  
SUK YOUNG LEE  
Member

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:


A.G.I. GROUP, L.L.C

2. The name and the Florida street address of the registered agent is:

Suk Young Lee  
781 Cobblestone Way  
Ormond Beach, FL 32174



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.

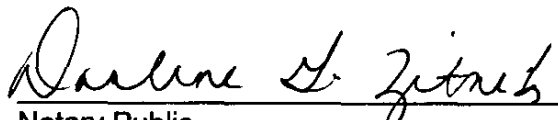
  
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STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared SUK YOUNG LEE, known to me to be the person described in, or who produced a Florida driver's license as identification, and who executed the foregoing Articles of Organization and acknowledged before me that he executed the same, and an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 23<sup>rd</sup> day of May, 2006.

  
Notary Public  
State of Florida at Large  
My Commission Expires:

 **Darlene G. Zitnik**  
Commission # DD382346  
Expires January 14, 2009  
Bonded Troy Fahn - Insurance, Inc. 800-385-7019