
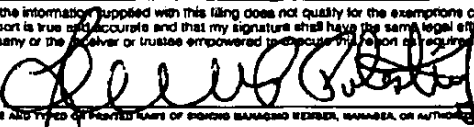


FILED
Aug 02, 2007 8:00 am
Secretary of State

04-27-2007 90028 035 ****50.00

2007 LIMITED LIABILITY COMPANY
ANNUAL REPORT

| | | | |
|--|---|---|---|
| DOCUMENT # L06000094601 | |  | |
| 1. Entity Name NP & JP HOLDINGS, LLC | | | |
| Principal Place of Business 7995-B PRESERVE CIRCLE NAPLES, FL 34119 | | Mailing Address 7995-B PRESERVE CIRCLE NAPLES, FL 34119 | |
| 2. Principal Place of Business - No P.O. Box # | | 3. Mailing Address | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | |
| City & State | | City & State | |
| Zip | Country | Zip | Country |
| 01102007 Chg-LLC CR2E083 (12/06) | | 4. FEI Number 20-5622159 | |
| 5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required | | Applied For Not Applicable | |
| 6. Name and Address of Current Registered Agent CONROY, J. THOMAS III 2210 VANDERBILT BEACH ROAD, SUITE 1201 NAPLES, FL 34109 | | 7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code | |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. | | | |
| SIGNATURE <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when withdrawing)</small> DATE | | | |
| Filing Fee is \$80.00 Due by May 1, 2007 | | Make check payable to Florida Department of State | |
| 9. MANAGING MEMBERS/MANAGERS | | 10. ADDITIONS/CHANGES | |
| TITLE NAME STREET ADDRESS CITY-STATE-ZIP | Frank P. Potestio Jr. <input type="checkbox"/> Delete Co-Trustee, managing member 7995-B Preserve Cir. Naples, FL 34119 | TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-STATE-ZIP | Linda Potestio <input type="checkbox"/> Delete Co-Trustee, managing member 7995-B Preserve Cir. Naples, FL 34119 | TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-STATE-ZIP | J. Thomas Conroy <input type="checkbox"/> Delete Co-Trustee, managing member 7995-B Preserve Cir. Naples, FL 34119 | TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
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| TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-STATE-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the member or trustee empowered to execute this report as required by Chapter 608, Florida Statutes. | | | |
| SIGNATURE:  | | Frank P. Potestio, Jr. 04-10-07 (239) 593-9641 | |

ATTACHMENT

30012081

#LD6000094601

**OPERATING AGREEMENT OF
NP & JP HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY
ORGANIZED UNDER CHAPTER 608, FLORIDA STATUTES**

This Operating Agreement is made as of this ____ day of September, 2006, by and among NP & JP Holdings, LLC ("Company") and all persons who on that date are Members of the Company.

WHEREAS, the Company desires to conduct any lawful purpose ("Business");

WHEREAS, the members have formed the company in the State of Florida to develop and conduct any lawful purpose business, and desire to impose certain limitations and restrictions upon the members actions with respect to the Company and the Business;

WHEREAS, the members and the Company desire to provide for the orderly development of the Business, and the management of the Company upon the death, disability, or bankruptcy of one or more members.

NOW, THEREFORE, in consideration of the mutual covenants and conditions herein contained, each of the parties hereto agrees as follows:

**ARTICLE I
INITIAL DATE, PARTIES, AUTHORIZATION, AND PURPOSE
OF THIS OPERATING AGREEMENT**

Section 1.01 Initial Date; Initial Parties

The parties have formed the Company pursuant to Chapter 608 of the Florida Statutes ("Act") by filing Articles of Organization with the Florida Secretary of State. The initial date of the Company is September ____, 2006. The initial members are as follows:

Frank P. Potestio, Jr., Linda Potestio, and J. Thomas Conroy, III,
Co-Trustees of the Nicholas Dynasty Trust dated September 16, 2006
7995-B Preserve Circle
Naples, Florida 34119

Frank P. Potestio, Jr., Linda Potestio, and J. Thomas Conroy, III,
Co-Trustees of the Jacob Dynasty Trust dated September 23, 2006
7995-B Preserve Circle
Naples, Florida 34119

Section 1.02 Subsequent Parties; Assent as a Precondition to Becoming a Member or to Obtaining Rights to Become a Member