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**THOMAS J. GALLO**  
**ATTORNEY, P.A.**  
**1546 BLOOMINGDALE AVENUE**  
**VALRICO, FLORIDA 33594**  
**(813) 413-8680**

**Fax (813) 413-8399**  
**THOMAS@GALLOLAW.FDN.com**

**February 7, 2007**

**DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS**  
**P.O. BOX 6327**  
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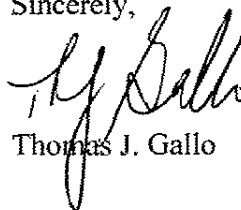
**RE: ARTICLES OF ORGANIZATION**  
**GATOR CITY SPORTS, L.L.C.**

Dear Sirs,

Enclosed please find an original and one copy of an Articles of Organization for the above referenced Limited Liability Company. I have also enclosed my firm check in the amount of \$125.00, representing the filing fee, designation of registered agent and Certificate of Status. I would ask that you return the Certificate of Status, and other appropriate documents to the address listed above, upon approval. I have enclosed a stamped self-addressed envelope for that purpose.

Thank you for your cooperation and assistance in this matter. Please do not hesitate to contact me at (813) 413-8680, if you have any questions.

Sincerely,



Thomas J. Gallo

TJG  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
GATOR CITY SPORTS, L.L.C.**

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**ARTICLE I**

**Name and Principal Place of Business**

The name of this limited liability company is GATOR CITY SPORTS, L.L.C.; the physical address of its principal office is 3314 Stonebridge Trail, Valrico, Hillsborough County, Florida 33594, and its mailing address is the same.

**ARTICLE II**

**Purposes**

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, 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.

**ARTICLE III**

**Management and Exercise of Powers**

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

Gary A. Parkhurst  
3314 Stonebridge Trail  
Valrico, Florida 33594

Melissa A. Parkhurst  
3314 Stonebridge Trail  
Valrico, Florida 33594

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

**ARTICLE IV**

**Duration**

Except as provided below, this limited liability company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other

event which terminates the continued membership of a member in this limited liability company, the limited liability company shall be dissolved except upon consent of all remaining members.

#### **ARTICLE V**

##### **Membership**

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

#### **ARTICLE VI**

##### **Capital Contributions**

Initial capital contributions valued in the amount of One hundred and no/100ths Dollars (\$100.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

#### **ARTICLE VII**

##### **Profits and Losses**

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each member then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31<sup>st</sup> of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

#### **ARTICLE VIII**

##### **Initial Registered Office and Registered Agent**

The street address of the initial registered office of this limited liability company, 3314 Stonebridge Trail, Valrico, Florida 33594, and the name of the initial registered agent of this limited liability company at that address is Gary A. Parkhurst.

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ARTICLES OF ORGANIZATION OF GATOR CITY SPORTS, L.L.C.

**ARTICLE IX**

**Amendments**

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

**IN WITNESS WHEREOF**, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of GATOR CITY SPORTS, L.L.C.

Executed this 7 day of February, 2007.

*Signed sealed and delivered in the presence of:*

  
\_\_\_\_\_  
GARY A. PARKHURST

  
\_\_\_\_\_  
MELISSA A. PARKHURST

Witnesses:

  
\_\_\_\_\_  
DORCAS L. WHITE

  
\_\_\_\_\_  
THOMAS J. GALLO

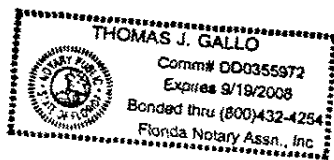
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ARTICLES OF ORGANIZATION OF GATOR CITY SPORTS, L.L.C.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on the 7<sup>th</sup> day of February, 2007, who has produced a Florida Driver's License as personal identification.



Thomas J. Gallo  
THOMAS J. GALLO  
Notary Public, State of Florida  
My Commission Expires: Sept. 19, 2008

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing GATOR CITY SPORTS, LLC I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

Gary A. Parkhurst  
GARY A. PARKHURST

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