
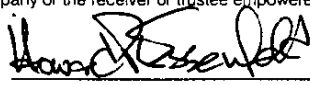


# 2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

**FILED**  
**Jun 30, 2008 8:00 am**  
**Secretary of State**

06-30-2008 90078 015 \*\*\*138.75

DOCUMENT # L07000039444					
1. Entity Name <b>JBS MANAGEMENT, LLC</b>					
Principal Place of Business 1551 2ND STREET SARASOTA, FL 34236			Mailing Address 1551 2ND STREET SARASOTA, FL 34236		
2. Principal Place of Business - No P.O. Box #		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		06242008    Chg-LLC    CR2E083 (12/06)	
Zip		Country		4. FEI Number <div style="font-size: 1.2em; font-family: monospace;">20-8845657</div>	
5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required		Applied For <input type="checkbox"/> Not Applicable			
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
CHAPNICK, BRUCE P ESQ. 2033 MAIN STREET SUITE 600 SARASOTA, FL 34237			Name Street Address (P.O. Box Number is Not Acceptable) City <div style="text-align: right; font-weight: bold; font-size: 1.1em;">FL</div> <div style="text-align: right;">Zip Code</div>		
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 reinstating) DATE</small>					
<b>FILE NOW!!! FEE IS \$138.75</b> <b>Due by September 12, 2008</b>		In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.		<b>Make check payable to</b> <b>Florida Department of State</b>	
9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGRM SEDACCA, JEFFREY B 1551 2ND STREET SARASOTA, FL 34236	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	PRESIDENT JEFFREY B. SEDACCA 1551 2ND ST SARASOTA FL 34236	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	EXECUTIVE VICE PRESIDENT HOWARD P. ESSENFELD 1551 2ND ST SARASOTA FL 34236	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	SECRETARY HOWARD P. ESSENFELD 1551 2ND ST SARASOTA FL 34236	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	TREASURER JEFFREY B. SEDACCA 1551 2ND ST SARASOTA FL 34236	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	ASST. TREASURER HOWARD P. ESSENFELD 1551 2ND ST SARASOTA FL 34236	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-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 receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.					
SIGNATURE: 			SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE		
DATE: 6-24-08			DAYTIME PHONE: 516-607-4411		

ATTACHMENT

50007708  
#L07000039444

**RECORD OF THE PROCEEDINGS**

**OF**

**THE SOLE MEMBER**

**OF**

**JBS MANAGEMENT, LLC**

**OF**

**SARASOTA, FLORIDA**

# ATTACHMENT

50007708  
#107000039444

## PROCEEDINGS OF ORGANIZER

As of April 12, 2007, Bruce P. Chapnick, desiring for himself, his successors and assigns, to become a limited liability company in accordance with the Florida Limited Liability Company Act under the name and style of JBS Management, LLC, and with all of the limited liability company rights, powers, privileges and liabilities provided for by such laws, did subscribe and acknowledge, as required by law, Articles of Organization, which Articles of Organization were, on April 12, 2007, duly filed in the office of the Secretary of State at Tallahassee, in the State of Florida, and by him recorded.

# ATTACHMENT

50007708  
# L07000039444  
UNANIMOUS WRITTEN CONSENT

IN LIEU OF THE  
FIRST MEETING OF THE SOLE MEMBER  
OF  
JBS MANAGEMENT, LLC

The undersigned, being the sole Member of JBS Management, LLC, a Florida limited liability company (the "Company"), hereby consents, pursuant to the Florida Limited Liability Company Act ("Act"), to the adoption of the following resolutions in lieu of an organizational meeting of the Member of the Company:

**BE IT RESOLVED**, that Jeffrey B. Sedacca shall serve as the Managing Member until its successor is duly elected and qualified in accordance with an Operating Agreement to be executed by the Member.

**WHEREAS**, a copy of the Articles of Organization and a proposed copy of the Operating Agreement of the Company were provided to the Member and Managing Member for its approval.

**NOW, THEREFORE, BE IT RESOLVED**, that the Articles of Organization be and they hereby, are ratified and approved and that a copy of the Articles of Organization be inserted in the minute book of the Company.

**BE IT FURTHER RESOLVED**, that the Operating Agreement, be and the same hereby is, adopted as and for the Operating Agreement of the Company, and that a copy thereof be placed in the minute book of the Company, directly following the Articles of Organization; and, that the Member will execute the same.

**WHEREAS**, it would be in the best interest of the Company to ratify and approve the actions taken by the organizer.

**NOW, THEREFORE, BE IT RESOLVED**, that all purchases, contracts, contributions, compensation, actions, decisions, proceedings, elections and appointments undertaken or done by the organizer and authorized representative of the Company be, and the same hereby are, ratified and approved.

## ATTACHMENT

50007708  
#LD7000039444

**WHEREAS**, it would be in the best interest of the Company to approve the Company's fiscal year and the membership interest transfer book.

**BE IT FURTHER RESOLVED**, that the fiscal year of the Company shall begin on January 1 and end on December 31 of each year.

**BE IT FURTHER RESOLVED**, that the membership interest transfer book included in this minute book be and the same hereby is adopted as the membership interest transfer book of the Company.

**WHEREAS**, it would be in the best interest of the Company to establish a depository bank account and such other banking arrangements as are necessary.

**NOW, THEREFORE, BE IT RESOLVED**, that the proposed Banking Resolutions annexed to these minutes as Appendix B be and the same hereby are, ratified and approved.

**WHEREAS**, it would be in the best interest of the Company to nominate and elect Officers of the Company to serve until their successors are duly elected and qualified.

**NOW, THEREFORE, BE IT RESOLVED**, that the following persons are elected to the Office of the Company opposite their respective names, to serve until the next annual meeting of the Member of the Company and thereafter until their respective successor is duly elected and qualified or until his or her earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Jeffrey B. Sedacca	President
Howard Essenfeld	Executive Vice President
Howard Essenfeld	Secretary
Jeffrey B. Sedacca	Treasurer
Howard Essenfeld	Assistant Treasurer

**WHEREAS**, the Company has received a written offer to purchase membership interests in the Company; and

**WHEREAS**, the Operating Agreement sets forth or will provide for the capital contributions to be paid by the Member and the terms and conditions thereof; and

# ATTACHMENT

50007708  
#L07 00003944

WHEREAS, the Member has determined that the equity and financing of the Company is adequate.

**NOW, THEREFORE, BE IT RESOLVED**, that the membership interests purchased by the Member be, and the same hereby is in all respects, accepted and approved for and on behalf of the Company.

**BE IT FURTHER RESOLVED**, that the Member has determined that the capital contribution of the Member is of a value at least equal to the full value of the membership interests to be purchased therefore.

**BE IT FURTHER RESOLVED**, that the Company may but is not obligated to issue and deliver to the Member upon receipt of the capital contribution of the Member, a Certificate representing the membership interests of the Member.

**BE IT FURTHER RESOLVED**, that on payment of the total consideration for a membership interest, the membership interests shall be validly issued, fully paid, and nonassessable.

**BE IT FURTHER RESOLVED**, that the Officers of the Company be, and they hereby are, authorized and empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating the transaction contemplated by the aforesaid resolutions.

WHEREAS, it would be in the best interest of the Company that the following resolutions be adopted:

**NOW, THEREFORE, BE IT RESOLVED**, that the Member is authorized, empowered, and directed to procure all company books, transfer ledgers and journals, and books of account required by law or appropriate in connection with the business of the Company.

**BE IT FURTHER RESOLVED**, that the Member is authorized, empowered, and directed to pay all fees and expenses incident to and arising out of the organization of the Company and to reimburse any person who has made disbursements therefor.

**BE IT FURTHER RESOLVED**, that the signing of these minutes shall constitute full ratification thereof and waiver of notice by the signatories.

# ATTACHMENT

50007708  
#L07000639444

**BE IT FURTHER RESOLVED**, that the Member is authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

Dated at Sarasota, Florida, as of April 12, 2007.

**MEMBER:**

Jeffrey B. Sedacca