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### SMITH MACKINNON, PA

ATTORNEYS AT LAW

W. KELLY SMITH
ALEXANDER C. MACKINNON
JOHN P. GREELEY
ROBERT O. MARKS
C. YANKI SOKMENSUER
KEVIN K. SMITH

SUITE 800 CITRUS CENTER 255 SOUTH ORANGE AVENUE ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254 ORLANDO, FLORIDA 32802-2254

> TELEPHONE (407) 843-7300 FACSIMILE (407) 843-2448

July 19, 2007

Florida Secretary of State Division of Corporations Bureau of Corporate Records 409 East Gaines Street Tallahassee, FL 32399

Re:

PURESOUND, LLC

#### Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced limited liability company:

- 1. Original Articles of Organization submitted for filing;
- 2. A check in the amount of \$155.00; and
- 3. One photocopy of the executed Articles of Organization.

Kindly file the enclosed documents as soon as possible and return to us one certified copy of the Articles of Organization. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

C. Yanki Sokmensuer

CYS:sjg Enclosures

## ARTICLES OF ORGANIZATION OF PURESOUND, LLC, a Florida Limited Liability Company

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

## ARTICLE I NAME

The name of this Limited Liability Company (this "Company") shall be **PURESOUND**, **LLC**, and its principal place of business is 1942 Beacon Street, Deltona, Florida 32738 and the mailing address shall be 1942 Beacon Street, Deltona, Florida 32738.

## ARTICLE II COMMENCE OF CORPORATE EXISTENCE

This Company shall exist commencing upon the date of filing of these Articles of Organization with the State of Florida, Secretary of State.

## ARTICLE III GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

## ARTICLE IV CONTRIBUTIONS TO CAPITAL

The initial capital of the Company shall be Two Thousand and no/100 Dollars (\$2,000.00), which shall be contributed by the members (the "Members") in accordance with their ownership interests in the Company, which are as follows:

Member	Ownership Interest
MIKE D. CERCOLA	51%
JEFF HESTER	49%

No Member shall be entitled to receive interest on his or her contribution to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 1942 Beacon Street, Deltona, Florida 32738, and the registered agent of this Company, at that address, shall be MIKE D. CERCOLA. The Company may change its registered agent or the location of its registered office, or both, from time to time, without amendment of these Articles of Organization.

## ARTICLE VI MANAGEMENT/INITIAL BOARD OF MANAGERS

The management of conduct of the business affairs of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have two (2) Managers initially. The number of Managers may be either increased or decreased, from time to time, by the Operating Agreement of the Company. The name and street address of the initial Managers of this Company, who shall serve as Managers until the first annual meeting of the Members, or until his/her successor is elected and shall qualify, is:

#### MIKE D. CERCOLA

1942 Beacon Street Deltona, Florida 32738

#### **JEFF HESTER**

1809 Courtland Street Orlando, Florida 32804

#### ARTICLE VII REGULATIONS

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be on such terms and conditions as determined by all Members (unanimous).

## ARTICLE VIII ADMISSION OF NEW MEMBERS

Additional Members may be admitted, from time to time, on such terms and conditions as determined by all Members (unanimous).

## ARTICLE IX DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION, OR DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

### ARTICLE X AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments thereto, and any right conferred upon the Members is subject to this reservation.

## ARTICLE XI HEADINGS AND CAPTIONS

The headings or captions of the various Articles of Organization are inserted for convenience, and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

## ARTICLE XII MANAGER-MANAGED

PURESOUND, LLC is a manager-managed company; the names and addresses of the initial Managers are:

#### MIKE D. CERCOLA

1942 Beacon Street Deltona, Florida 32738

#### **JEFF HESTER**

1809 Courtland Street Orlando, Florida 32804

IN WITNESS WHEREOF, the undersigned makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true and correct, and hereby subscribes thereto and hereunto sets his/her hand and seal this 12<sup>th</sup> day of July, 2007.

MIKE D. CERCOLA, Incorporator

#### STATE OF FLORIDA

**COUNTY OF ORANGE** 

The foregoing instrument was acknowledged before me this day of July, 2007, by MIKE D. CERCOLA, who is personally known to me or who produced the following identification:

C Yanki Sokmensuer

My Commission DD220363

Expires June 08, 2007

Notary Public Yanki Sokmensuer

Printed Name

My Commission Expires:

## 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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

#### PURESOUND, LLC

2. The name and address of the Registered Agent and Registered Office is:

Mike D. Cercola
PURESOUND, LLC
1942 Beacon Street
Deltona, Florida 32738

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 duties and I am familiar with and accept the designation of my position as registered agent.

MIKE D. CERCOLA

July 12, 2007

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