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TALLAHASSEE, FLORIDA





#### Charles J. Bartlett

2033 Main Street Suite 600 Sarasota, FL 34237 941.953.8113 Fax: 941.366.6384 cbartlett@icardmerrill.com

icardmerrill.com

August 3, 2007

#### **VIA OVERNIGHT COURIER**

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

RE: TOSS IT UP OF FLORIDA, LLC

Dear Sir or Madame:

Enclosed herewith is an original and copy of Articles of Organization for the referenced limited liability company. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.

Sharon Firlotte

Certified Legal Assistant to

Charles J. Bartlett

**Enclosures** 

## ARTICLES OF ORGANIZATION OF TOSS IT UP OF FLORIDA, LLC

FILED 07 AUG -7 AM 10: 38 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make and file the following Articles of Organization.

#### ARTICLE I -- NAME

The name of the limited liability company shall be TOSS IT UP OF FLORIDA, LLC ("Company").

#### ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 905 Rivera Dunes Way, Palmetto, FL 34221.

#### ARTICLE III -- DURATION

The Company's existence shall be perpetual.

#### ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Charles J. Bartlett, Esquire, 2033 Main Street, Suite 600, Sarasota, FL, 34237.

#### ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VI -- OPERATING AGREEMENT

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

#### ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued with the consent of all the remaining members, provided there is at least one remaining member.

#### ARTICLE VIII -- MANAGEMENT

The management of the Company is reserved to the members. The names and addresses of the managing members of the Company are:

TITLE NAME ADDRESS

Managing Member Nicole Pirozzolo 905 Riviera Dunes Way

Palmetto, FL 34221

Managing Member Darwin Santamaria 5947 48th Street East Bradenton, FL 34203

The undersigned members have executed these Articles of Organization at Sarasota, Florida, on this day of August, 2007.

NICOLE-BIROZZOLO

DARWIN SÁNTAMARIA

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of TOSS IT UP OF FLORIDA, LLC, , as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

CHARLES J. BARTLETT, ESQUIRE

Registered Agent

SECKELLANT OF STATE