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FORETARY OF STATE ALLAHASSEE, FLORIDA



August 10, 2007

CLYDE J. TUCKER 1410 1ST STREET SOUTHPORT, FL 32409

SUBJECT: S. & T. ENTERPRISES, L.L.C.

Ref. Number: W07000039012

We have received your document for S. & T. ENTERPRISES, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Clyde J. Tucker 1410 1st Street Southport, FL 32409

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

RE: S. & T. Enterprises, L.L.C.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced limited liability company, together with the Certificate Designating Registered Agent and a check in the amount of \$125.00 to cover the cost of filing. Please file theses Articles at your earliest convenience, and return a certified copy to me.

Thank you for your assistance. If there are any questions, please do not hesitate to contact me at (850) 265-9716.

Sincerely,

Clyde J. Tucker Enclosures as Stated

ARTICLES OF ORGANIZATION OF S. & T. ENTERPRISES OF BAY, L.L.C.

FILED

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SECRETARY OF STATE

The undersigned certify that we have associated ourselves together for the purpose of the becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

We further declare that the following Articles will serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name and principal place of business. The name of the limited liability company shall be S. & T. ENTERPRISES OF BAY, L.L.C., and its mailing address and principal office shall be located at 1410 1st Street, Southport, Florida 32405, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

<u>Purpose and power</u>. This limited liability company shall be authorized to engage in any activity or business authorized by the laws of the State of Florida. In facilitation of that general grant of power and purpose, by way of illustration and not limitation, this limited liability company is authorized to do the following:

- 1. To own, sell, transfer, convey, mortgage, pledge or encumber any real or personal property.
- 2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
- 3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

<u>Exercise of powers</u>. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be

amended from time to time and the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV

<u>Management</u>. This limited liability company is to be managed by one or more managers and the name(s) and address(es) of the initial managers who are to serve as comanagers are:

Clyde J. Tucker 1410 1st Street Southport, Florida 32409

Kenneth J. Scutchfield 1401 1st Street Southport, Florida 32409

ARTICLE V

<u>Membership restrictions</u>. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except by unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining member(s) shall have the right to continue the business upon unanimous consent of the remaining members.

ARTICLE VI

<u>Capital contributions</u>. Capital contributions in the amount of \$1,000.00 shall be paid to the limited company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

<u>Duration</u>. This limited liability company shall exist perpetually from the date of filing until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE VIII

<u>Initial Registered Agent</u>. The name and address of the initial registered agent of the limited liability company is:

Clyde J. Tucker 1410 1st Street Southport, Florida 32409

The undersigned, being the managers and members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of S. & T. ENTERPRISES OF BAY, L.L.C.

Executed this 13th day of August, 2007.

CLYDE J. TUCKER

MARILYN J. TUCKER

KENNETH J. SCUTCHFIELD

DONNA A. SCUTCHFIELD

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

S. & T. ENTERPRISES OF BAY, L.L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 1410 1st Street, Southport, FL 32409 as its initial Registered Office and has named Clyde J. Tucker, located at 1410 1st Street, Southport, FL 32409, as its initial Registered Agent.

S. & T. ENTERPRISES OF BAY, L.L.C., a Florida Limited Liability Company

CLY/DE J./TUCKER, Manager

Having been named Registered Agent and to accept service of process for the abovestated limited liability corporation, at the place designated in this Certificate, the undersigned hereby accepts said appointment 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 duties and is familiar with and accepts the obligations of his position as Registered Agent.

13 AUGUST 2007

DATE

CLYDE J. TUCKER, Registered Agent

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