

Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

jtd shipping, llc

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ARTICLES OF ORGANIZATION OF JTD SHIPPING, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is JTD SHIPPING, LLC (hereinafter referred to as the "Company").

2. Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

3. Address of Place of Business.

The mailing address for the Company is 2301 NW 55 Court, Suite 131, Fort Lauderdale, Florida 33309. The street address of the place of business for the Company is 2301 NW 55 Court, Suite 131, Fort Lauderdale, Florida 33309. These addresses may be changed from time to time as provided in the Operating Agreement.

4. Registered Agent.

The initial registered agent in Florida for the Company is Paracorp Incorporated, and the initial registered office is located at 236 East 6th Avenue, Tallahassee, Florida 32303

5. Purpose and Power

The Company shall be formed for the principal purpose of shipping and receiving of products; buying, selling and managing investments of personal and real property; and for any other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and

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all lawful businesses for which companies may be organized under the Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in boats, real property and securities; to acquire, own, lease and dispose of real and personal property; to make loans and purchase and sell businesses, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior *unanimous* written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization, Operating Agreement, and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a *majority interest* in the Company.

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The initial Member-Manager (President) of the Company, who shall serve as such until his successor is elected and qualified, is:

<u>Office</u>	<u>Name and Address</u>
President (Member Manager)	Thomas Bethel 2310 NW 55 Ct., Suite 131 Ft. Lauderdale, FL 33309

As set forth in the Operating Agreement, the Members may delegate the day to day management of the Company to designated officers and/or directors, holding corporate titles such as president, vice president, secretary and treasurer, who shall have authority normally associated with these positions under Corporate Law.

10. Real Estate Documents

All conveyances, mortgages of and leases relating to personal and real property made by the Company shall be executed by a Member-Manager (President or Vice President), and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager (President or Vice President).

13. Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

14. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager or officer or director, to the full extent permitted under the Act.

15. Informal Action Of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Member-Managers of the Company as part of its records).

Executed at Broward County, Florida, on August 31, 2007.

JTD SHIPPING, LLC
a Florida limited liability company

By: [Signature]

THOMAS BETHEL, Member-Manager

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on August 31, 2007, by Thomas Bethel, as a Member of JTD SHIPPING, LLC, who is personally known to me or produced FL Drivers License as identification.

[Signature]
Notary Public — State of Florida
Print Name: Teshana Lee-Yong

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
Teshana Lee-Yong
Commission #DD633775
Expires: JAN. 28, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

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STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

DATE: August 29, 2007

ENTITY NAME: JTD SHIPPING LLC

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Ninh Ho, Assistant Secretary
Paracorp Incorporated

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