# Division of Corp

### Florida Department of State

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

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January 14, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ALLEY MAASS ET AL

SUBJECT: ACH ENTERPRISES, LLC

REF: W08000001982

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 theend of the name is not acceptable. A search for name was availability can be made on the Internet through the Division s records at www.sumbiz.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 number of the name conflict is F04000002859.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

SECRETARY OF STATE

P.O BOX 6327 - Tallahassee, Florida 32314

#### ARTICLES OF ORGANIZATION FOR ACH ENTERPRISES L LLC

The undersigned being the authorized representative of the managing member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

#### ARTICLE I - NAME

The name of this limited liability company is ACH ENTERPRISES I, LLC.

#### ARTICLE II - EFFECTIVE DATE AND DURATION

This limited liability company's effective date shall be the date of filing of these Articles of Organization and its duration shall be perpetual.

#### ARTICLE III - PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1. To engage in any activity or business authorized under the Florida Statutes.
- 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all of any of the business, goodwill, rights, assets, and liabilities of any person, him, association, or corporation carrying on any kind of business of a similar nature to the which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4. 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 of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nomince, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop,

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improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE IV - PRINCIPAL OFFICE: MAILING ADDRESS

The principal office address is 3120 Medlock Bridge Road, Building F, Suite 100, Norcross, Georgia 30071 and the mailing address is c/o Andrew C. Heaner, 3120 Medlock Bridge Road, Building F, Suite 100, Norcross, Georgia 30071.

#### ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of this limited liability company is Stuart J. Haft, Esq. and his street address is c/o Alley Maass Rogers & Lindsay, P.A., 340 Royal Poinciana Way, Suite 321, Palm Beach; Florida 33480.

#### ARTICLE VI - CONTINUATION OF LIMITED LIABILITY COMPANY

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the

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limited liability company, the remaining member or members shall have the right to continue the business on the unanimous written consent of the remaining member or members.

#### ARTICLE VII - MANAGEMENT

This limited liability company shall be a member-managed company and the name and address of the initial managing member is:

Andrew C. Heaner 3120 Medlock Bridge Road Building F, Suite 100 Norcross, GA 30071 Managing Member

#### **ARTICLE VIII - AMENDMENT**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned authorized representative of the managing member of the limited liability company, executed these Articles of Organization this 11th day of January, 2008.

Stuart J. Hall, Esq., Authorized Representati

of the managing member

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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 ACH ENTERPRISES I, LLC.
- 2. The name and address of the registered agent and office is:

Stuart J. Haft, Esq. c/o Alley, Maass, Rogers & Lindsay, P.A. 340 Royal Poinciana Way, Suite 321 Palm Beach, Florida 33480

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

Stuart J. Haft, Esq

Date: January 11, 2008

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