

LO800UU38623

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

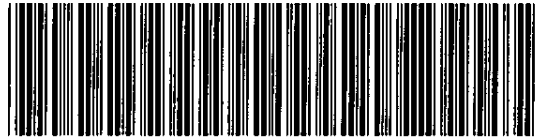
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

WD8-8986

Special Instructions to Filing Officer:

Office Use Only



500118102105

02/18/08--01020--025 \*\*155.00

po - po box  
delete - share

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR 17 PM 3:20

FILED

B. KOHR

APR 17 2008

EXAMINER

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: PDS Warehouse, LLC**  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Frank R. Brady, Esq.**  
(Name of Person)

**Brady & Brady, P.A.**  
(Firm/Company)

**370 Camino Gardens Blvd., Suite 200C**  
(Address)

**Boca Raton, Florida 33432**  
(City/State and Zip Code)

For further information concerning this matter, please call:

**Frank R. Brady, Esq.** at ( **561** ) **338-9256**  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**FILED**  
08 APR 17 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 20, 2008

FRANK R. BRADY, ESQ.  
BRADY & BRADY, P.A.  
370 CAMINO GARDENS BLVD., SUITE 200C  
BOCA RATON, FL 33432

SUBJECT: PDS WAREHOUSE, LLC  
Ref. Number: W08000008986

FILED  
08 APR 17 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PDS WAREHOUSE, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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) 245-6911.

Brenda Tadlock  
Senior Section Administrator

Letter Number: 908A00010772

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PDS Warehouse, LLC

# PLS see ATTACHED  
LETTER / PRINT OUT / cancelled  
CHECK  
THANKS

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RECEIVED

08 APR 17 AM 11:47

LEGISLATIVE STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 APR 17 PM 3:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- ☒ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ☒ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**Brady & Brady, P.A.**

Attorneys at Law

350 W. Camino Gardens Blvd., Suite 300  
Boca Raton, FL 33432

Frank R. Brady\*  
Jeanne C. Brady

\*Also Admitted to New Jersey Bar

Phone: (561) 338-9256  
Fax: (561) 338-5824

Capital Connection, Inc.  
417 E. Virginia Street, Suite 1  
Tallahassee, FL 32301

Re: Formation of PDS Warehouse, LLC

Gentlemen,

Enclosed are revised articles of formation of PDS Warehouse, LLC (document no. W08000008986). The Division of Corporations website indicates that the articles were rejected on February 20<sup>th</sup>, 2008. We did not receive the Division's February 20<sup>th</sup> letter, but noticed the "rejected filing" notation on the Division's website and spoke with a Division of Corporations employee about the rejection. The articles apparently erroneously contained a P.O. Box as the company's principal address and erroneously made reference to stock. Those corrections have been made to the enclosed revised articles. We previously submitted a check in the amount of \$155.00 to cover the filing fee, registered agent fee and certified copy fee (copy enclosed). Please walk the revised articles through for filing and return a certified copy to me via telephone facsimile or email at your earliest convenience. Our email address is [bradyandbradylaw@bellsouth.net](mailto:bradyandbradylaw@bellsouth.net) and our fax number is 561-338-5824.

Thank you for your attention to this request.

Very truly yours,  
BRADY & BRADY, P.A.

By:   
Frank R. Brady, Esq.

FRB/nb  
encl.

BRADY'S

April 16, 2008  
08 APR 17 PM 3:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
PDS Warehouse, LLC

The undersigned, for the purpose of forming a limited liability company under chapter 608, Florida Statutes (entitled the "Florida Limited Liability Company Act"), hereby adopt the following Articles of Organization:

ARTICLE ONE - Name

The name of this limited liability company is PDS Warehouse, LLC.


ARTICLE TWO - Term

The term of existence of the Company shall be perpetual until dissolved and its affairs wound up in accordance with the Act or its Operating Agreement.

ARTICLE THREE - Registered Agent, Address & Signature

The principal place of business of this limited liability company is 680 Atlantis Road, Melbourne, FL 32904. The street address of the initial registered office is 680 Atlantis Road, Melbourne, FL 32904 and the name of the initial Registered Agent for this limited liability company to accept service of process within the State of Florida is Kevin Mirth at 680 Atlantis Road, Melbourne, FL 32904. The mailing address of this limited liability company is P.O. Box 510512, Melbourne Beach, Florida 32951.

Having been named as Registered Agent of PDS Warehouse, LLC to accept Service of Process for PDS Warehouse, LLC, I hereby accept appointment as registered agent and agree to keep my office at 680 Atlantis Road, Melbourne, FL 32904 open during the hours prescribed by §48.081, Florida Statutes; to post my name (and any other officers of said limited liability company authorized to accept service or process at the Florida designated address) in some conspicuous place in said office and to otherwise comply with the provisions of Florida law relating to the proper and complete performance of my duties as registered agent. I am familiar with and accept the obligations of my position as registered agent as required by Florida law.

  
\_\_\_\_\_  
Registered Agent's signature

ARTICLE FOUR - Purposes

This limited liability company is authorized to, and may, transact any and all lawful business for which limited liability companies formed under chapter 608, Florida Statutes may engage in and any trade or business which can, in the opinion of the members of the company, be advantageously carried on in connection with or auxiliary

FILED  
08 APR 17 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

to the foregoing business. This limited liability company shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

#### ARTICLE FIVE - Management

Subject to the provisions of the Company's operating agreement, the business and affairs of the Company shall be managed or controlled, the powers of this Company shall be exercised, its properties controlled and its affairs shall be conducted, solely by the Managing Member, and all management of the Company shall be vested in the Managing Member. The Company's Operating agreement may provide for such increase or change, from time to time, in number of managers as is authorized to manage or control the properties, business or affairs of the Company or the number or whether the properties, business or affairs of the Company may be managed or controlled by the members.

The Members and the Company agree that the duties and obligations imposed on the Members, and the rights of the Members as such, shall be those set forth in the Operating Agreement, which is intended to govern the relationship between the Company, the Manager and the Members, notwithstanding any provision of the Act or common law to the contrary.

The company hereby authorizes the issuance of membership certificates representing ownership of the membership interests in the Company. The aggregate number of membership interests which the company shall have the authority to issue is 1,000 with each having the rights to share in the profits and losses of the Company, participate in the management of the affairs of the company, receive dividends or distributions of capital, including liquidating distributions, and other rights as prescribed in the operating agreement. The name and mailing address of the initial Managing Member is as follows: John Corbett, P.O. Box 510512, Melbourne Beach, Florida 32951.

#### ARTICLE EIGHT - Inspection of books or records

Nothing in these Articles of Organization shall be taken to limit the power of this limited liability company. Notwithstanding anything in Chapter 608, Florida Statutes to the contrary, the provisions for inspection or copying of any records of this limited liability company (including the records described or specified in section 608.4101, Florida Statutes) are contained in the company's operating agreement.


#### ARTICLE NINE - Sale or Encumbrance of Ownership Interests

The membership interests in this limited liability company shall not be sold, transferred, assigned, pledged or encumbered, and no voluntary or involuntary transfer, assignment, pledge, encumbrance, attachment, hypothecation or other alienation of any kind or description, whether voluntary or by legal process or court order, shall be valid or binding without the prior written consent of the owners of at least one hundred percent (100%) of the Company's membership interests registered as such immediately prior to any such alienation on the capital registration and transfer records maintained by this limited liability company in accordance with this limited liability company's operating agreement. If any voluntary or involuntary transfer, assignment, pledge, encumbrance,

encumbrance, hypothecation, execution, attachment, garnishment, legal or judicial process or other alienation of any certificates representing ownership of this limited liability company's capital takes place or is attempted without the express consent of the aforesaid one hundred percent (100%) of the registered owners of this limited liability company's capital, whether by means of judicial process or self help, the attempted sale, transfer, assignment, pledge, encumbrance, hypothecation, execution, attachment, garnishment, judicial process or other alienation of this limited liability company's capital shall be null and void, except that any of the registered owners ~~of the Company's capital~~ may transfer or assign their ownership interests to a "grantor trust" as defined by the Internal Revenue Code of 1986, as amended. Other restrictions on the ownership, sale, encumbrance and alienation of the certificates representing ownership in the Company are contained in the operating agreement on file with the managers of the Company.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization as of the 1<sup>st</sup> day of January, 2008, and in accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes the affirmation of the undersigned under penalties of perjury that the facts stated herein are true.

  
Jeannette M. Corbett, member

  
John Corbett, member