

LO9000027375

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LAW OFFICES OF MARLON E. BRYAN, P.A.

.5701 Sheridan Street, Hollywood, Florida 33021

Tel: (954) 322-4408 • Fax: (954) 322-0330 • m5meblaw@bellsouth.net

Marlon E. Bryan, Esq.
Counselor/Attorney at Law

*Member of Florida &
New Jersey Bar*

Karla C. Gonzalez
Certified Paralegal

March 3, 2009

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

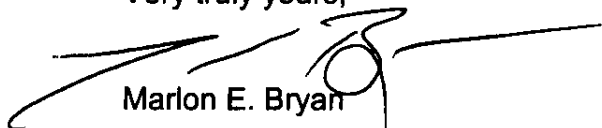
RE: TOP TEKS, LLC

Dear Sir/Madam:

Enclosed is the original and one (1) copy of the Articles of Organization for a Limited Liability Company, and a check for One Hundred Sixty Dollars and 00/100 (\$160.00) to cover the cost of filing the articles and acquiring a Certificate of Status and a Certified Copy. Please return the Certificate and Certified Copy to our office at:

**Law Offices of Marlon E. Bryan, P.A.
5701 Sheridan Street
Hollywood, Florida 33021**

Very truly yours,



Marlon E. Bryan

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2009

MARLON E. BRYAN
5701 SHERIDAN STREET
HOLLYWOOD, FL 33021

SUBJECT: TOP TEKS, LLC
Ref. Number: W09000011223

We have received your document for TOP TEKS, LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$160.00.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 809A00008144

TOP TEKS, LLC.

ARTICLES OF ORGANIZATION

OF

TOP TEKS, LLC.

(A Florida Limited Liability Company)

The undersigned natural persons, members, managers, competent to contract, for the purpose of forming a limited liability company under the Florida Limited Liability Act, hereby adopt the following articles of organization:

ARTICLE I

NAME

The name of the corporation shall be:

TOP TEKS, LLC.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**10450 STATE ROAD 84
DAVIE, FL 33324**

ARTICLE III

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

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TOP TEKS, LLC.

LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street
Hollywood, Florida 33021

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 as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE IV

NAMES AND ADDRESSES OF MANAGER(S) OR MANAGING MEMBER(S)

The names and addresses of each Manager or Managing Member are as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

**PAMELA MENDES, MGR
10450 STATE ROAD 84
DAVIE, FL 33324**

**SHELDON MENDES, MGRM
10450 STATE ROAD 84
DAVIE, FL 33324**

ARTICLE VI

MANAGEMENT OF THE LIMITED LIABILITY COMPANY

Unless otherwise provided in its operating agreement, the limited liability company shall be a member-managed company. All management power shall be exercised by and under the authority of the members or the elected managing members in proportion to their current percentage or interest in the profits of the limited liability company owned by all the members or elected managing members. All business and affairs of the corporation shall be managed under the direction of the members or

TOP TEKS, LLC.

elected managing members. Any and all additional powers and duties conferred to or imposed upon the limited liability company shall be by resolution of the members or the elected managing members. The number of members or elected managing-members may be either increased or diminished from time to time but shall never be less than one (1).

The name and address of the initial member(s) are:

**PAMELA MENDES, MGR
10450 STATE ROAD 84
DAVIE, FL 33324**

**SHELDON MENDES, MGRM
10450 STATE ROAD 84
DAVIE, FL 33324**

ARTICLE VII

DURATION

The limited liability company is to commence its corporate existence on the date of filing by the Secretary of the State of Florida and will exist perpetually.

The limited liability company will not commence business until at least one hundred dollars (\$100.00) have been received by it as consideration for its Capital Account, and it may be contributed by its member(s) in cash, property, or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services as defined by §608.4211, Florida Statutes. The delay in commencing business shall not continue more than ninety (90) days after the date of filing by the Secretary of the State of Florida.

ARTICLE VIII

PURPOSE

The purpose of the limited liability company is:

To conduct services to the public and to transact any and all lawful business for which limited liability companies may be created as enumerated in Florida Statutes ' 608.40 et seq., as amended, and the doing of all lawful things related thereto, such as:

(1) Sue and be sued, and defend, in its name.

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TOP TEKS, LLC.

(2) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.

(3) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.

(4) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.

(5) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and surety ship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(6) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(7) Conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state.

(8) Select managers or managing members and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(9) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(10) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(11) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

TOP TEKS, LLC.

(12) Make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability company.

ARTICLE IX

RECORDS OF THE LIMITED LIABILITY COMPANY

In compliance with §608.4101, Florida Statutes, the limited liability company shall keep available at the principal office for inspection by each member and their agents and attorneys the following records:

(a) A current list of the full names and last known business, residence, or mailing addresses of all members, managers, and managing members.

(b) A copy of the articles of organization, all certificates of conversion, and any other documents filed with the Department of State concerning the limited liability company, together with executed copies of any powers of attorney pursuant to which any articles of organization or certificates were executed.

(c) Copies of the limited liability company's federal, state, and local income tax returns and reports, if any, for the 3 most recent years.

(d) Copies of any then-effective operating agreement and any financial statements of the limited liability company for the 3 most recent years.

(e) Unless contained in the articles of organization or the operating agreement, a writing setting out:

1. The amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

2. The times at which or events on the happening of which any additional contributions agreed to be made by each member are to be made.

3. Any events upon the happening of which the limited liability company is to be dissolved and its affairs wound up.

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TALLAHASSEE, FLORIDA

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ARTICLE X

INDEMNIFICATION

The limited liability company may indemnify any present or former member(s) or elected managing-member(s), or person exercising powers and duties of a Manager, to the full extent now or hereafter permitted by law.

ARTICLE XI

AMENDMENT

The member(s) reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions. These Articles of Organization may be amended by a simple majority vote of the member(s) or elected managing member(s) of the limited liability company that is present at any regular meeting of the member(s) called for the purpose. These Articles of Organization may be amended without a meeting as provided for in the operation agreement.

ARTICLE XII

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

P. Mendes

PAMELA MENDES

TOP TEKS, LLC.

Signature of a member or an authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)



SHELDON MENDES