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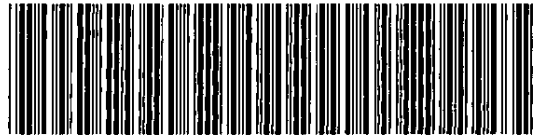
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TALLAHASSEE, FLORIDA

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M. THOMAS

JUL 7 2009

EXAMINER

**Burandt, Adamski & Grossman, LLP**  
*Attorneys and Counselors at Law*

Robert C. Adamski  
Correspondent  
Robert B. Burandt  
Keith S. Grossman

1714 Cape Coral Parkway  
Cape Coral, Florida 33904

Telephone: 239/542-4733  
Facsimile: 239/542-9203

June 30, 2009

Secretary of State  
Divisions of Corporations  
PO Box 6327  
Tallahassee, FL 32314

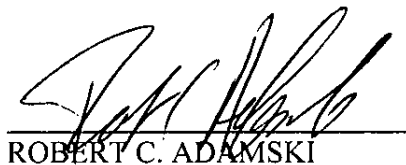
RE: Filing of Articles of Organization  
Merlin's Cafe, LLC

Dear Sirs:

Please accept the enclosed original and one copy of the Articles of Organization for filing. Enclosed also is our check in the amount of \$125.00 to cover the cost of filing fee and the registered agent fee and a Certificate of Status.

Thank you for your help in this matter.

Very truly yours,



ROBERT C. ADAMSKI

RCA/tb  
Enclosure

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# **Merlin's Cafe, LLC**

## **ARTICLES OF ORGANIZATION**

The undersigned certifies that the members named herein have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Articles of Organization and authority for the conduct of business of the limited liability company.

### **ARTICLE I NAME**

The name of this Limited Liability Company is **Merlin's Cafe, LLC**.

### **ARTICLE II FORMATION**

This Company is formed upon filing of these Articles of Organization with the Florida Department of State.

### **ARTICLE III PRINCIPAL PLACE OF BUSINESS**

The mailing address and the street address of the principal office of this Company is **c/o Scott Lombardi, 129 Island Court, Rotonda West, Florida 33947**, and the Company shall have the power and authority to relocate the principal office within the State of Florida and to establish branch offices at any other place or places as the members may designate.

### **ARTICLE IV DURATION**

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### **ARTICLE V MANAGEMENT**

This limited liability company shall be a manager-managed company.

### **ARTICLE VI ADMISSION OF MEMBERS**

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 the limited company.

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

### **ARTICLE VII**

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## BUSINESS CONTINUITY

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

## ARTICLE VIII PROFITS AND LOSSES

The sharing of profits and losses shall be in the manner provided by law and according to duly adopted Regulations of the Company.

## ARTICLE IX POWERS OF THE COMPANY

This Company shall have all powers allowed under Florida statutes, Chapter 608, and otherwise allowed by the laws of the State of Florida and the United States of America

This Company is further authorized to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, goals, and interests of the Company.

## ARTICLE X EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of a manager elected by the members holding at least a majority in interest of the limited liability company. These articles of organization may be amended only with the written consent of the members holding at least a majority in interest of the limited liability company.

## ARTICLE XI INDEMNIFICATION

This limited liability company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a manager or a managing member of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

This limited liability company shall indemnify any person, who was or is a party to any proceeding by or in the right of the limited liability company to procure a judgement in its favor by reason

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of the fact that he or she is or was a manager, managing member, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, director, officer, employee, or agent of another limited liability company, company, corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of a majority of the members, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that any manager, managing member, officer, employee, or agent of a limited liability company has been successful on the merits or otherwise in defense of any proceeding referred to in this article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.


## ARTICLE XII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the company's initial registered agent at that address is **Scott Lombardi**.

The address of the initial registered office of the limited liability company is **129 Island Court Rotonda West, Florida 33947**

## EXECUTION OF ARTICLES


IN WITNESS WHEREOF, the undersigned, being Members of this Limited Liability Company, for the purpose of formation of the Company as herein provided under the laws of the State of Florida, does make, under the penalties of perjury, subscribe, acknowledge and file the foregoing Articles of Organization, hereby certifying the facts herein above to be true, all being done this day of **June, 2009**.

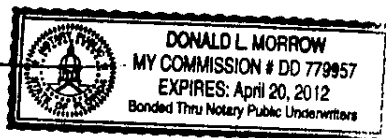
  
**Scott Lombardi**

## ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 26 day of **June, 2009** by **Scott Lombardi**, who are personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public



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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, having been named to act as Registered Agent of the limited liability company known as **Merlin's Cafe, LLC** to accept service of process at **129 Island Court, Rotonda West, Florida 33947** does hereby accept the appointment as Registered Agent of said Company, and states that he is familiar with the obligations of the position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.

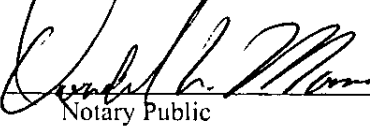
DATED this 26 day of June, 2009.

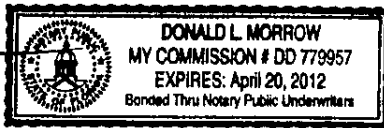
  
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