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DIVISION OF CORPORATIONS
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T. HAMPTON

JUL - 9 2009

EXAMINER

06/18/09-607

THEODORE M. BURT, P.A.

Attorney at Law
114 Northeast First Street
Post Office Box 308
Trenton, Florida 32693

Theodore M. Burt

(352) 463-2348

fax (352) 463-6908

June 17, 2009

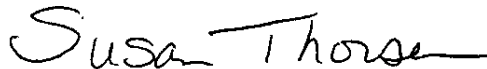
Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: A Bookkeeper To Go, LLC

Dear Sir or Madam::

Regarding the referenced, enclosed please find the Article of Organization and Certificate Designating Place of Business, that I ask be filed. I am also enclosing a check in the amount of \$125.00 to cover the filing fee.

Yours truly,



Susan Thorsen
Legal Assistant

/st

Enclosures

11872-doc

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July 2, 2009

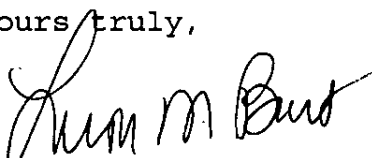
Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: A Bookkeeper 2 Count On, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization of A Bookkeeper 2 Count On, LLC. Please accept these Articles in substitution of the ones that were earlier submitted but with a name similar to an existing organization. I enclose a copy of your letter of June 19, 2009 regarding the earlier proposed entity of A Bookkeeper To Go.

Yours truly,


Theodore M. Burt

TMB/db

Enclosures

11872-doc2



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

09 JUL -8 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 19, 2009

SUSAN THORSEN, LEGAL ASSISTANT
THEODORE M BURT, PA
P O BOX 308
TRENTON, FL 32693

SUBJECT: A BOOKKEEPER TO GO, LLC
Ref. Number: W09000028720

We have received your document for A BOOKKEEPER TO GO, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.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 P05000151575 (BOOKKEEPERS TO GO INC).

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II

Letter Number: 309A00020939

Registration/Qualification Section

Prepared by: **Theodore M. Burt, P.A.**
Post Office Box 308
Trenton, Florida 32693

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ARTICLES OF ORGANIZATION OF
A BOOKKEEPER 2 COUNT ON, LLC
A Florida Limited Liability Company

The undersigned certifies that those persons listed in Article IV hereinafter have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. It is further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

Article I

Name and Principal Place of Business

The name of the limited liability company shall be ***A BOOKKEEPER 2 COUNT ON, LLC***, and its principal office shall be located at 114 NE First Street, Trenton, Gilchrist County, Florida, and its mailing address is Post Office Box 308, Trenton, Florida 32693, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

Article II

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 or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that 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, nominee, 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, 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 along 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 III

Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a

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unanimous vote of the members of the limited liability company.

Article IV

Management

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as manager until her successor is elected and qualified pursuant to and in accordance with the regulations of the limited liability company, is **SUSAN J. MAGNARELLA**, whose address is 5116 NW 75th Lane, Gainesville, Florida 32653.

The initial member of this limited liability company is as follows:

Susan J. Magnarella
5116 NW 75th Lane
Gainesville, Florida 32653

Article V

Membership Restrictions

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 liability company.

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

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.

Members shall not be personally liable for debts, obligations or liabilities of the company.

Article VI

Capital Contributions

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the member in shares equal to the percentages as set forth in Article VII hereinafter. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

Article VII

Profits and Losses

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A. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits as follows:

Susan J. Magnarella 100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Susan J. Magnarella 100%

Article VIII

Duration

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

Article IX

Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 5116 NW 75th Lane, Gainesville, Florida 32653, and the name of the company's initial registered agent is **SUSAN J. MAGNARELLA**.

Article X


Certificates

The company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by a manager (or office) of the company.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **A BOOKKEEPER 2 COUNT ON, LLC**.

Executed by the undersigned at Trenton, Florida, on this 1st day of

July, 2009.


Susan J. Magnarella

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09 JUL - 8 AM 10: 00

STATE OF FLORIDA
COUNTY OF Alachua

The foregoing instrument was acknowledged before me this 1st day of July, 2009, by **SUSAN J. MAGNARELLA**, on behalf of **A BOOKKEEPER 2 COUNT ON, LLC**, a limited liability company. She is personally known to me.

Theodore M. Burt
Notary Public

11872-002st

My Commission Expires:



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09 JUL -8 AM 10:00

Prepared by: **Theodore M. Burt, P.A.**
Post Office Box 308
Trenton, Florida 32693
(352) 463-2348

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First that **A BOOKKEEPER 2 COUNT ON, LLC.** is desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, County of Alachua, State of Florida, and has named **SUSAN J. MAGNARELLA**, located at 5116 NW 75th Lane, Gainesville, Florida 32653, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 1st day of July, 2009.

By: 
Susan J. Magnarella

Registered Agent

11872-005st

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