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TALLAHASSEE, FLORIDA

J. BRYAN

AUG 21 2009

EXAMINER

409A-28.343

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: B & G DISTRIBUTING OF FLORIDA, 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:

Deborah Tracy

Name of Person

Law Offices of Deborah Rose Tracy PA

Firm/Company

Post Office Box 101

Address

Valrico, FL 33595-0101

City/State and Zip Code

Demetri@boosalis.org

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Deborah Tracy

Name of Person

at (813) 765-8344

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

**ARTICLES OF ORGANIZATION OF
B & G DISTRIBUTING OF FLORIDA, LLC**

We, the undersigned, who intend to form and create a Limited Liability Company as defined in Section 608 of the Florida Statutes, do hereby state and certify the following:

Article I - Name of limited liability company.

The name of the Limited Liability Company shall be B & G DISTRIBUTING OF FLORIDA, LLC.

Article II - Location of company office and mailing address

The street address of the principal office of the Company is 1301 S. Howard Ave., Ste. B24, Tampa, FL 33606. The mailing address is 1301 S. Howard Ave., Ste. B24, Tampa, FL 33606.

Article III – Registered Agent Name and Address

The name and the Florida street address of the registered agent are Demetri Boosalis, 1301 S. Howard Ave, Ste B24, Tampa, FL 33606.

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.


Demetri Boosalis

Article IV – Manager or Managing Member

The management of the Company will be vested in one or more managers, but no less than one (1), each of whom may be a Member of the Company, designated in accordance with the terms of the Company's operating agreement. The name and address of the initial managers are DEMETRI BOOSALIS, 1301 S. Howard Ave., Ste. B24, Tampa, FL 33606 and JONATHAN GORAB, 2022 W. Sitka Street, Tampa, FL 33604.

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Article V – Purpose and duration of company.

The purpose for which the Company is pecuniary gain and profit and the Company is formed to engage in any lawful acts or activities for which limited liability companies may be formed under Section 608 of the Florida Statutes or any successor statute. The Company shall have the authority to do all things necessary or appropriate to accomplish and operate its business as described in this Article, including, but not limited to such powers set forth in Section 608.404 of the Florida Statutes, as amended from time to time. The Company shall have a perpetual existence.

Article VI - Restrictions on Member's Transferability

Each member's interest is subject to certain restrictions on encumbrance, assignment or transferability as set forth in more particularity in the Operating Agreement executed by the members. A new Member may be admitted into the Company only in accordance with the restrictions set forth in the Operating Agreement, which include, the requirement that all Members approve of such admission and said new Member executes such instruments as the Manager determines are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted to be bound by all of the covenants, terms and conditions of the Operating Agreement of the Company. Each Member's ability to withdrawal from the Company is restricted pursuant to the Operating Agreement of the Company.

Article VII - Continuation upon Event Constituting Termination


Upon the death, retirement or resignation of a member, provided that at least one member remains, the company shall continue operations unless a majority of the remaining members present and eligible to vote at a special meeting vote to terminate the business of the company. In the event of dissolution of the company, the business affairs of the company shall continue to be governed by the terms of the operating agreement during the winding up of the company's business and affairs.

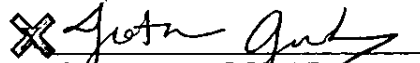
Article VIII – Treatment as a Sub-S for IRS Purposes

Unless otherwise designated by the vote of a majority of members of the company, the company may elect to be treated as a subchapter S (Sub-S) corporation for federal income tax purposes and Member shall be further restricted to eligible members.

Acknowledgements

(In accordance with section 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.)

X 
DEMETRI BOOSALIS
Manager (and Member)

X 
JONATHAN GORAB
Manager (and Member)

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