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DIVISION OF CORPORATIONS
10 APR -5 AM 9:46

B. KOHR

APR - 6 2010

EXAMINER

HYDE PARK LAW FIRM

April 2, 2010

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

FILED
DIVISION OF CORPORATIONS
10 APR -5 AM 9:46

**Re: Filing of Articles of Organization
BROOKS MAXWELL AUCTIONS, LLC**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Organization for the aforesaid limited liability company. Also enclosed is a check in the amount of \$125.00 to cover the cost of the filing.

Please file the original of the Articles of Organization, stamp the date of filing on the copy and return the copy to me via U.S. Mail using the provided self addressed stamped envelope as soon as possible.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,



Kevin DiTanna, Esq.

Enclosures:

1. Original Articles of Organization
2. Check in the amount of \$125.00
3. Copy of Articles for return
4. Self Addressed Stamped Envelope

ARTICLES OF ORGANIZATION
OF
BROOKS MAXWELL AUCTIONS, LLC

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
10 APR -5 AM 9:46

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **BROOKS MAXWELL AUCTIONS, LLC**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The address of the principal office and the mailing address of this Company shall be:

PRINCIPAL OFFICE

2202 North Westshore Boulevard
Suite 200
Tampa, Florida 33607

MAILING ADDRESS

2202 North Westshore Boulevard
Suite 200
Tampa, Florida 33607

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the managers. The member(s) may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement. The initial Manager of the Company shall be Scott G. Price, whose address is 2202 North Westshore Boulevard, Suite 200, Tampa, Florida 33607.

ARTICLE VI OPERATING AGREEMENT

The member(s) of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

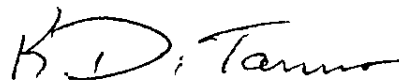
ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 2506 W. Platt Street, Tampa, Florida 33609, and the name of the initial registered agent is the Hyde Park Law Firm, P.A. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.41 6, Florida Statutes.

ARTICLE VIII ACKNOWLEDGMENT

The member(s) of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Brooks Maxwell Auctions, LLC. These Articles of Organization may be amended from time to time by consent of the member(s) holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 31st day of March, 2010.



Kevin A. DiTanna, Esq.
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **BROOKS MAXWELL AUCTIONS, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

EXECUTED this 31st day of March, 2010.

HYDE PARK LAW FIRM, P.A.

By: K. A. DiTanna
Kevin A. DiTanna, Esq.