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(Address)

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(City/State/Zip/Phone #)

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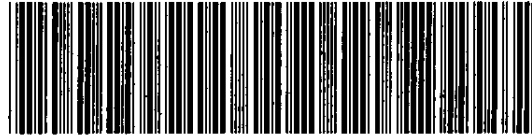
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED

10 APR 20 PM 12:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

APR 21 2010

EXAMINER

April 14, 2010

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Subject: Sun City Auto Spa, LLC**

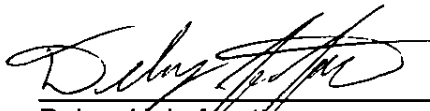
The enclosed Articles of Organization and fees are submitted for filing. A check in the amount of \$130.00 is enclosed to cover the required filing fee and the cost of a Certificate of Status.

Please return all correspondence concerning this matter to the following:

Sun City Auto Spa, LLC  
c/o Delroy H. Lafayette  
108 W. Frederick Avenue  
Lake Mary, FL 32746

If there are questions or further information is required concerning this matter, please contact me at (407) 488-5907.

Respectfully submitted,

  
\_\_\_\_\_  
Delroy H. Lafayette

ARTICLES OF ORGANIZATION  
OF  
SUN CITY AUTO SPA, LLC

FILED  
10 APR 20 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes and adopt and certify as the Articles of Organization of such limited liability company the following:

**ARTICLE I: NAME OF COMPANY**

The name of the limited liability company shall be: **Sun City Auto Spa, LLC**

**ARTICLE II: ADDRESS**

The mailing address and physical address of the principal office of the limited liability company is:

Physical Address

4885 W. Colonial Drive  
Orlando, FL 32808

Mailing Address

108 W. Frederick Avenue  
Lake Mary, FL 32746

**ARTICLE III: PURPOSE**

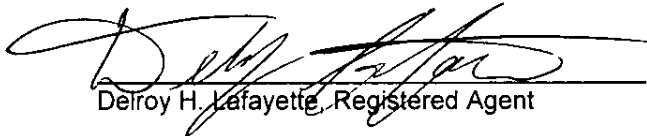
The purpose for which this limited liability company has been organized is to engage in any lawful act or activity for which a limited liability company may be formed under the statutes of the State of Florida, including, but not limited to the business of advertising, marketing and media relations, including event consultation and production.

**ARTICLE IV: REGISTERED AGENT**

The name and address of the registered agent at the office in Florida is:

Delroy H. Lafayette  
108 W. Frederick Avenue  
Lake Mary, FL 32746

*I, Delroy H. Lafayette, 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, do 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 of the obligation of my position as registered agent as provided in Chapter 608, F.S.*

  
Delroy H. Lafayette, Registered Agent

(Continued)

#### ARTICLE V: MANAGEMENT

The Company is to be managed by its Members. The Members may elect so many Managers as the Members determine, but no fewer than one, with one Manager elected by the Members as Chief Executive Manager.

The name and address of each Manager is as follows:

<u>Title</u>	<u>Name and Address</u>
Chief Executive Manager	Delroy H. Lafayette 108 W. Frederick Avenue Lake Mary, FL 32746

The liability of the Members shall be limited as provided under the laws of the Florida Limited Liability statutes. Members that are not Managers shall take no part whatever in the control, management, direction, or operation of the Company's affairs and shall have no power to bind the Company. The Manager(s) may from time to time seek advice from the Members, but they need not accept such advice, and at all times the Manager(s) shall have the exclusive right to control and manage the Company. No Member shall be an agent of any other Member of the Company solely by reason of being a Member.

#### ARTICLE VI: TERMINATION/TRANSFER

This business and association shall terminate and dissolve upon the death, retirement, resignation, expulsion, or bankruptcy of any member. The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event that terminated the continued membership of a member in the limited liability company is as permitted by statute and as follows:

The remaining members of the Company may continue the business upon the termination of membership of a member of the Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

Ownership may be transferred only upon the prior approval of all members.

#### ARTICLE VII: INDEMNIFICATION

The Company shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a Member of the Company, Manager, employee or agent of the Company, or is or was serving at the request of the Company, for instant expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Members determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "no lo Contendere" or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

IN WITNESS WHEREOF, the undersigned member has hereunto executed these Articles of Organization on this the 14 day of APRIL, 2010.

  
Delroy H. Lafayette