

12/21/2010 16:10 800-445-6884

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PAGE 01/07

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FILE NO.

P. 02

L10000130116

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : MINERLEY FEIN, P.A.
Account Number : X19980000064
Phone : (561) 362-6699
Fax Number : (561) 447-9884

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TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: TRUSHTON@FISCHERPANDA.COM

FLORIDA LIMITED LIABILITY CO.
FISCHER PANDA GENERATORS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
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TALLAHASSEE, FLORIDA

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EXAMINER

W1-57831

DEC-21-10 TUE 11:35 AM

FAX NO.

P. 01

LAW OFFICES
MINERLEY FEIN, P.A.
980 North Federal Highway • Suite 412
Boca Raton, Florida 33432
telephone (561) 362-6699 • facsimile (561) 447-9884

December 21, 2010

Via Facsimile (850) 617-6381
Florida Department of State
Division of Corporations
Attn: Tammy Hampton, Regulatory Specialist

Re: Fischer Panda Generators, LLC
Fax And #1710000268300
Ref# W10000057831
Letter #:910A00028966

Dear Ms. Hampton:

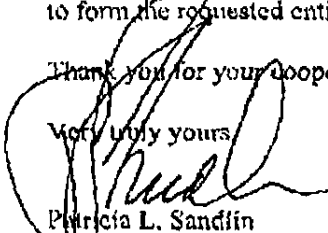
Following up our conversation this morning regarding the initial rejection of the referenced LLC, and at your request, with this letter are copies of the following:

1. Electronic Filing Cover Sheet;
2. Articles of Organization of Fischer Panda Generators, LLC;
3. Certificate of Designation of Registered Agent/Office;
4. Attorney Minorley's letter regarding the authorization to form the LLC;
5. Affidavit from Anthony Rushton regarding the similar names of both entities and his authorization.

We would appreciate your confirming that there are no further documents to provide in order for you to form the requested entity and the timeframe for the State's website to reflect the filing.

Thank you for your cooperation and assistance.

Very truly yours,


Patricia L. Sandlin
Real Estate Assistant

cc: Anthony Rushton

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P. 06

LAW OFFICES
MINERLEY FEIN, P.A.
980 North Federal Highway • Suite 412
Boca Raton, Florida 33432
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Via Facsimile (850) 617-6381

December 15, 2010

Florida Department of State
Division of Corporations
Attn: Tammy Hampton, Regulatory Specialist

Re: Rejection of Filing of Article of Organization for Fischer Panda Generators, LLC
Fax And #1110000268300
Ref# W10000057831
Letter #:910A00028966


Dear Ms. Hampton:

Pursuant to your instructions, attached is an Affidavit signed by Mr. Rushton confirming and acknowledging that he has authority to form a limited liability company with the name of Fischer Panda Generators, L.L.C., which is similar to their corporate name.

Accordingly, please reverse your decision that the previously submitted filing is rejected and proceed with the filing of the attached Articles of Organization.

If you have further questions regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,


Kenneth L. Minerley
KLM/cmc
Attach

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P. 07

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared ANTHONY RUSHTON ("Affiant"), who being duly sworn, deposed and said:

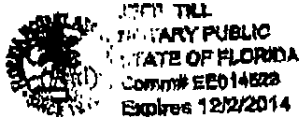
1. That Affiant has personal knowledge as to the facts contained herein.
2. That Affiant is the President of FISCHER PANDA GENERATORS, INC., a Florida corporation ("Corporation").
3. That Affiant is confirming and acknowledging that he has the authority to form a limited liability company with a name of Fischer Panda Generators, LLC, which is similar to the Corporation's name

FISCHER PANDA GENERATORS, INC.

FURTHER AFFIANT SAYETH NAUGHT.


ANTHONY RUSHTON

SWORN TO AND SUBSCRIBED BEFORE ME this 15th day of December, 2010, by ANTHONY RUSHTON, who is personally known to me or who has produced Driver License as identification and who did take an oath.




NOTARY PUBLIC

Print Name: Jeff T. H.
Commission # EE014828
Commission Exp: 12/2/2014

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11100002683003

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FISCHER PANDA GENERATORS, LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608):

1. **Name.** The name of this limited liability company is **FISCHER PANDA GENERATORS, LLC** ("Company").
2. **Duration.** The Company shall exist from the date of filing these Articles until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of (all of) the remaining member(s).
3. **Mailing Address and Street Address.** The Company's mailing address is 4345 NE 12th Terrace, Oakland Park, FL 33334. The Company's street address is 4345 NE 12th Terrace, Oakland Park, FL 33334.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is **KENNETH L. MINERLEY, ESQ.** The street address of the initial registered agent of the Company is c/o Minerley Fein, P.A., 980 North Federal Highway, Suite 412, Boca Raton, FL 33432.
5. **Additional Members.** Additional member(s) to the Company may be admitted, but only if (all of) the current member(s) agree(s) to the admission of the additional member(s) and to the terms of admission.
6. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s) may, by unanimous written agreement, continue the business of the Company.
7. **Management of the Company.** The management of the limited liability company is reserved to the Manager(s). The following person will initially be the Manager:

Names and Address:

ANTHONY RUSHION

**4345 NE 12th Terrace
Oakland Park, FL 33334**

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8. **Regulations.** The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing these Articles.

The undersigned executed these Articles of Organization effective on the 14 day of December, 2010.


KENNETH L. MINERLEY, ESQ.
Authorized Representative

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

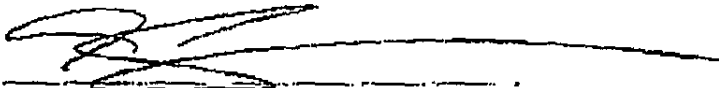
LIMITED LIABILITY COMPANY:

FISCHER PANDA GENERATORS, LLC

REGISTERED AGENT/OFFICE:

KENNETH L. MINERLEY, Esq.
c/o Minerley Fein, P.A.
980 North Federal Highway, Suite 412
Boca Raton, FL 33432

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


KENNETH L. MINERLEY

Date: 12-14, 2010

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