

L110000018104

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.

((H11000035435 3)))



H110000354353ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: *Refax- see attached confirmation.*
Division of Corporations *Please keep*
Fax Number : (850) 617-6383 *February 9, 2011*
From: *filing date.*
Account Name : CONTEGA BUSINESS SERVICES, LLC
Account Number : I20060000142
Phone : (904) 301-1269
Fax Number : (904) 301-1279

Thank you.
Jenny
Kalota

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

Email Address: jkalota@northfloridalaw.com

L. SELLERS

FEB 10 2011

FLORIDA LIMITED LIABILITY CO.
Old School Barber Shoppe II, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$125.00 |

EXAMINER

RECEIVED
11 FEB 10 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 FEB 9 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Send Result Report

MFP

TASKalfa 420i

Firmware Version 2KS_2F00.006.016 2010.09.18

02/09/2011 16:08
[2KS_1000.006.001] [2KS_1100.001.002] [2KS_7000.006.012]

Job No.: 001970

Total Time: 0'01'19"

Page: 004

Complete

Document: doc00197020110209160551

Division of Corporations

Page 1 of 1

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.

(((H11000035435 3)))



H110000354353ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

| No. | Date and Time | Destination | Times | Type | Result | Resolution/ECN |
|-----|----------------|--------------|----------|--------|--------|-------------------|
| 001 | 02/09/11 16:06 | 818506176383 | 0'01'19" | FAX | OK | 200x100 Normal/On |
| 002 | 02/09/11 16:06 | Jenny | -*-*-* | E-mail | OK | 300x300/- |

H11000035435 3

**ARTICLES OF ORGANIZATION
OF
OLD SCHOOL BARBER SHOPPE II, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is Old School Barber Shoppe II, LLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office of the Company is:

880 A1A North, Suite 19
Ponte Vedra Beach, Florida 32082

The street address of the mailing address of the Company is:

364 Osceola Avenue
Jacksonville Beach, Florida 32250

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member,

Prepared by:

Contega Business Services, LLC
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

H11000035435 3

RECEIVED
11 FEB 9 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H11000035435 3

effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC, as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 9th day of February 2011.

OLD SCHOOL BARBER SHOPPE II, LLC

By: 

Matthew S. McAfee, Authorized Representative

H11000035435 3

H11000035435 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: February 9, 2011

CONTEGA BUSINESS SERVICES, LLC

By:


Matthew S. McAfee, Executive Vice President