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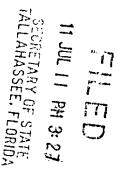
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D. BRUCE

JUL 1 2 2011

EXAMINER

CommerceLawGroup

a professional limited company

Responding Office:

PO Box 357247 Gainesville, FL 32635

June 30, 2011

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

re:

Astoria Operation, LLC

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following document(s) for immediate filing, along with one photocopy of the same:

o Articles of Organization

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a certified copy of the record (Articles of Organization—\$100.00 (LLC); Registered Agent fee—\$25.00 (LLC); and Certified copy of record (LLC)—\$30.00). Once the original of the enclosure has been filed, please return the requested certified copies to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thanks again.

Sincerely,

Managing Member

Encl.

Tele: 352.378.4444 · Fax: 352.505.4810

Articles of Organization

of

ASTORIA OPERATION, LLC

ASTORIA OF ERATION, LLC
HASSEE, FLORIA OF STATION,

ARTICLE I: NAME

The name of this limited liability company shall be ASTORIA OPERATION, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

This Company's mailing address and principal office location shall be 525 E. Jackson St., #705, Orlando, FL 32801.

ARTICLE III: REGISTERED OFFICE AND AGENT

The registered office of this Company shall be 3810 N.W. 39th Ave., Gainesville, Florida 32606, and this Company's registered agent at that address shall be Daniel T. White, Esq.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE

This Company shall have perpetual existence.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO ACT ON BEHALF OF COMPANY

- A. This Company shall operate and exist as a manager-managed company for all purposes under the Florida Limited Liability Company Act, as amended (the "Act"), unless and until changed through an amendment to this Company's articles of organization (the "Articles"). As such, management of this Company's activities and affairs shall be conducted by, and vested in, one or more managers in accordance with the applicable provisions set forth in these Articles below (or, if any, this Company's operating agreement).
- B. Accordingly, no member of this Company, solely by reason or status of being such a member, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for purpose of its business or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal representative of this Company.
- C. The Company hereby forms a board or committee of its Managers (the "Management Committee"), who acting as a collective body shall be responsible for the overall management and supervision of this Company's business and affairs, and whose operation, powers, authority and/or constituency may be further set forth in these Articles below (or, if any, this Company's operating agreement).
- D. The Management Committee shall be exclusively empowered and authorized, among other things, (i) to create or establish one or more inferior management subcommittees, (ii) to create or establish formal Company offices, (iii) to establish or delineate duties or responsibilities of or for any individual manager or official (including, without limitation, restricting or limiting the authority of any manager or official to, individually while acting alone, bind the Company or act on the Company's behalf), and (iv) to admit persons as members to this Company.
- E. The constituency of the Management Committee shall be elected by the members of this Company in the manner as may be set forth in these Articles below or, if any, this Company's operating agreement (or if none of the foregoing, then in accordance with the applicable provisions of the Act).

ARTICLE VII: Additional Members; Transfer or Assignment of Interest; No Member Rights or Powers Without Formal Admission

A. No person shall become or be admitted as a member of or to this Company unless and until formally admitted pursuant to affirmative action taken by the Management Committee, and then only after strict compliance with any other applicable term or condition governing member admission as may be set forth in these Articles (or, if any, this Company's operating agreement). No transferee, assignee, holder, successor or assign of or to any economic or voting interest in this Company or any of this Company's issued and outstanding securities shall have any automatic or vested right, privilege or other entitlement of membership of or to this Company (or to cause this Company to admit or require one or more of this Company's managers or members to

vote to admit such person into this Company's membership) prior to such formal admission.

- B. Prior to the dissolution and winding-up of this Company, no issued and outstanding economic or voting interest or security of this Company shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by a member or other holder thereof, except as may be set forth in these Articles below (or, if any, this Company's operating agreement). Any attempt to transfer or assign all or any portion of any such interest or security of this Company made in violation of these Articles (or, if any, its operating agreement) shall be deemed void *ab initio* and without force or effect.
- C. Without having been formally admitted as a member of this Company, no transferee, assignee, successor or assign of or to any issued and outstanding economic or voting interest in this Company or security of this Company shall have or possess any right, power, authority, privilege or entitlement that allows any such holder to:
 - (i) exercise any right, entitlement or power of or as a member of this Company (including without limitation the valid exercise of any right or power to elect one or more managers or to vote on any matter concerning any aspect of this Company's business or affairs) or, if applicable, to otherwise participate in the management or operation of this Company's business and affairs; or
 - (ii) act as a proxy or representative of a holder of any issued and outstanding economic or voting interest in this Company or security of this Company, or to grant or appoint to any other person (including any member of this Company) any proxy to vote or otherwise act on behalf of, or with respect to, any such interest or securities. Any attempt to so act as a proxy or to so grant a proxy to represent any interest in the Company or security of this Company in violation of these Articles (or, if any, its operating agreement) shall be defined void ab initio and without force or effect.

ARTICLE VIII: GOVERNING DOCUMENTS

- A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles (or, if any, this Company's operating agreement), and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing.
- B. All provisions (including any and all amendments, alterations, revisions, restatements or repeals) of this Company's operating agreement, if any, shall be consistent with these Articles. This Company's operating agreement, if any (and all amendments, alterations, revisions, restatements or repeals thereto), shall be in writing.

ARTICLE IX: SEVERABILITY

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

* * * * *

Dated: June 2011.

Daniel T. White, Esq.

Authorized Representative of the initial Members

11 JUL 11 PH 3: 23
PALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Astoria Operation, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esq.

Registered office: 3810 NW 39th Ave.

Gainesville, Florida 32606

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.

Name: Daniel T. White, Esq.

Dated: June <u>30</u>, 2011

