

L11000114219

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TALLAHASSEE, FLORIDA

D. SCOTT

JAN 12 2017

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: KEY WEST CIGAR CLUB LLC**

\_\_\_\_\_  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN F LONG

\_\_\_\_\_  
Name of Person

KEY WEST CIGAR CLUB LLC

\_\_\_\_\_  
Firm/Company

335 DUVAL ST., SUITE F

\_\_\_\_\_  
Address

KEY WEST, FLORIDA 33040

\_\_\_\_\_  
City/State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHN F LONG

305 517-6741

at ( )

\_\_\_\_\_  
Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$25.00 Filing Fee | <input checked="" type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|--|--|

**MAILING ADDRESS:**

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

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
KEY WEST CIGAR CLUB, LLC**

The Articles of Organization for this Limited Liability Company were filed on October 5, 2011 and assigned Florida Document Number L11000114219.

This amendment is submitted to amend the following:

1. Russell Caruso has transferred all of his membership units in the Company as evidenced by the Membership Interest Transfer, Assignment and Bill of Sale, a true copy of which is attached hereto as Exhibit "A."
2. Russell Caruso has resigned as a Manager, Officer, Director and all other offices and positions with the Company as evidenced by Resignations from Key West Cigar Club, LLC, a true copy of which is attached hereto as Exhibit "B."
3. John Long is now the sole owner of all of the membership units in the Company, and is the sole Managing Member of the Company.
4. The Registered Agent of the Company is hereby changed to:

JOHN LONG  
335-F Duval Street  
Key West, FL 33040

5. The effective date of this Amendment is December 31, 2016.

Dated 1-10-2017, 2017.

By:   
JOHN LONG, Sole Managing Member

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TALLAHASSEE, FLORIDA

This Instrument Was Prepared By:  
Robert E. Highsmith, Esq.  
Highsmith & Van Loon, P.A.  
3158 Northside Drive  
Key West, Florida 33040

**MEMBERSHIP INTEREST TRANSFER, ASSIGNMENT**  
**& BILL OF SALE**

For value received, **RUSSELL CARUSO** (the "Assignor"), hereby assigns, transfers and conveys to **JOHN LONG**, having an address at 335-F Duval Street, Key West, FL 33040 (the "Assignee"), all of his right, title, and interest in and to **KEY WEST CIGAR CLUB, LLC's, A FLORIDA LIMITED LIABILITY COMPANY**, 1,000 issued Membership Units in said Company.

The Assignor warrants and represents to the Assignee that he is the sole legal and equitable owner and holder of the referenced membership units, and that they have not been assigned, transferred, pledged, sold, liened, encumbered or hypothecated by the Assignor to any other person or entity.

IN WITNESS WHEREOF, the Assignor has executed this Stock Transfer and Assignment as of this 31 day of December, 2016.

Witnesses

Print Name: Darryl Lehman

Print Name: Robert Highsmith

ASSIGNOR

RUSSELL CARUSO

STATE OF FLORIDA  
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 31\_ day of December, 2016 by **RUSSELL CARUSO**, who is personally known to me or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida



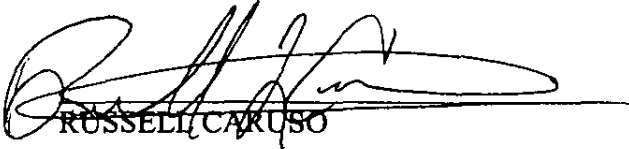
Robert E. Highsmith  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF241824  
Expires 7/12/2019

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Resignations from Key West Cigar Club, LLC

The undersigned, RUSSELL CARUSO, does hereby resign from each and every role he has or has ever had at, with or for Key West Cigar Club, LLC, a Florida Limited Liability Company (hereafter "Company"), including but not limited to as a Manager, Managing Member, Officer, Director, Employee or Independent Contractor, effective as of December 31, 2016.

Dated this 31 day of December, 2016.

  
RUSSELL CARUSO

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CERTIFICATE

No 01

For \_\_\_\_\_ units

Received Certificate No. \_\_\_\_\_

From whom transferred

Issued to \_\_\_\_\_

FILED

For \_\_\_\_\_ units

Dated \_\_\_\_\_

17 JAN 11 PM 2:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated \_\_\_\_\_

NO ORIGINAL  
CERTIFICATE

NO OF ORIGINAL  
UNITS

NO OF UNITS  
TRANSFERRED

01

ORGANIZED UNDER THE LAWS OF  
THE STATE OF FLORIDA

UNITS

Membership Certificate

Key West Cigar Club, LLC

A LIMITED LIABILITY COMPANY

This Certifies That Russell Caruso

of 1,000

Units of the above Limited Liability Company

is the owner

transferable only on the books of the Limited Liability Company by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed, and is entitled to the full benefits and privileges of such membership subject to the duties and obligations as more fully set forth in the Company's Articles of Organization/Operating Agreement/Regulations for this Limited Liability Company. Transfer of these Units is subject to restrictions on the books of the Limited Liability Company.

In Witness Whereof, The said Limited Liability Company has caused this Certificate to be executed

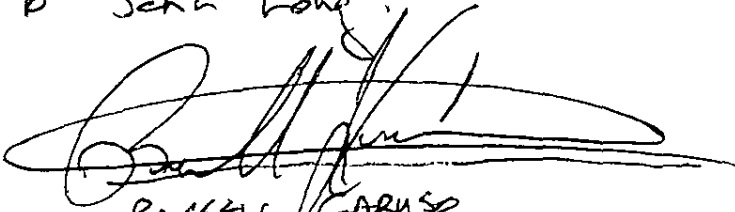
by its duly authorized Manager(s) and its Limited Liability Company. Seal to be hereunto

affixed this 1<sup>st</sup> day of October 19, 2011

MANAGER

MEMBER

For Value Received, I do hereby transfer the  
1,000 Units in Key West Cigar Club, LLC represented  
on this Certificate to John Long.

  
RUSSELL CARUSO

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The security features listed below, exceed industry guidelines

• Optically dead • Bleach reactivity • Polar class solvent (approx. 30 solvents) reactivity • blue stain • Non-polar class solvent (approx. 35 solvents) reactivity  
blue / black stain • Acid reaction • pink stain • Base reaction • blue green stain • Invisible embedded fiber • fluoresces yellow • 2 visible embedded fibers •  
green and red • True paper machine watermark • True security level (liner anchorage for laser printing) • Void pantograph background • High resolution border

Absence of these features may indicate alteration.