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EXAMINER
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



VIA FEDERAL EXPRESS
AIRBILL NO.: 7932 3103 2978

February 15, 2012

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

RE: Mellow Enterprises Key West, LLC

To Whom It May Concern:

Enclosed herein please find the original Articles of Organization Mellow Enterprises Key West, LLC, along with a check in the amount of ONE HUNDRED TWENTY-FIVE & 00/100^{ths} DOLLARS (\$125.00) to cover filing fees.

Should the same meet with the Department's approval, please file the Articles of record as soon as possible.

Sincerely,

Richard M. Klitenick
RMK/mp
Enclosure as stated

c: clients (w/encs.)

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

of

MELLOW ENTERPRISES KEY WEST, LLC

In order to form and create a limited liability company pursuant to §608.407, Florida Statutes of the laws of the State of Florida, WE do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be:

"MELLOW ENTERPRISES KEY WEST, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin upon the filing of these Articles of Organization with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Street Address:

1067 Loggerhead Lane
Summerland Key, FL 33042

Mailing Address:

1067 Loggerhead Lane
Summerland Key, FL 33042

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TALLAHASSEE, FLORIDA

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

MM

Rmd

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by two (2) Managers, ROBERT OLIVERIO and MICHAEL MARSH, during their lifetimes and no other persons or individuals shall have the right to manage this Limited Liability Company unless ROBERT OLIVERIO and MICHAEL MARSH, or their survivor(s), resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by ROBERT OLIVERIO and MICHAEL MARSH until they resign, die, retire, or consent to a Successor Manager(s). Upon the resignation, death, or retirement, or written consent to a successor Manager of either ROBERT OLIVERIO and/or MICHAEL MARSH, whichever first occurs, in such event, a successor Manager(s) shall be selected (i) in accordance with any then adopted Operating Agreement (if any) governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company.

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In accordance with the foregoing, the name and address of the Manager of this Limited Liability Company is:

Name of Manager

ROBERT OLIVERIO

Address

1067 Loggerhead Lane
Summerland Key, FL 33042

MICHAEL "EDDIE" MARSH

533 Whitehead Street
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Managers shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Managers shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company may engage in ownership, investment in, purchase, leasing, sale and improvement of real property and/or retail and/or service businesses, investments and other financial ventures, and any and all other lawful businesses.

ARTICLE X - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these

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Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned Members of this limited liability company have executed these Articles of Organization on this 14th day of February, 2012.

MELLOW ENTERPRISES KEY WEST, LLC,
a Florida Limited Liability Company

By: 
ROBERT OLIVERIO

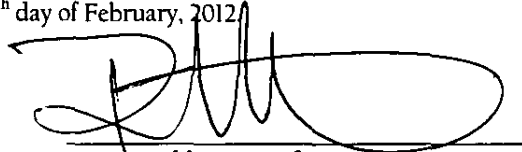
By: 
MICHAEL MARSH

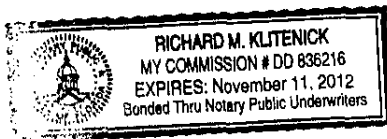
STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared ROBERT OLIVERIO and MICHAEL MARSH, the signors who appeared before me at the time of this notarization, and are personally known to me or has produced N/A as identification and are known to me to be the persons described in and who executed the foregoing instrument and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 14th day of February, 2012.

(STAMP/SEAL)


Notary Public-State of FL



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TALLAHASSEE, FLORIDA

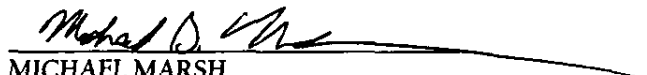
**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That MELLOW ENTERPRISES KEY WEST, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the city of Summerland Key, FL, has named RICHARD M. KLITENICK, ESQ., as its agent to accept service of process.



ROBERT OLIVERIO
Title: Member & Manager
February 14, 2012



MICHAEL MARSH
Title: Member & Manager
February 14, 2012

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Amended and Restated Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



RICHARD M. KLITENICK, ESQ.
February 14, 2012

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