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# H. Charles Woerner, Jr., P.A. Attorney & Counselor At Law

Telephone (386) 767-9811 Facsimile (386) 788-0748 2001 South Ridgewood Avenue South Daytona, Florida 32119

January 21, 2014

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

RE: TRAVEL SMART 24/7, LLC

Dear Sir or Madam:

Enclosed please find two original of the Articles of Organization of TRAVEL SMART 24/7, LLC to be registered as a Florida limited liability company. Please return to this office a certified copy of the Articles.

Also enclosed is Vacation Tours USA, Inc.'s check number 2097 in the amount of \$155.00 to cover the following fees:

Filing Fee Registered Agent Fee	\$100.00 25.00
Certified Fee	30.00
TOTAL	\$155.00

Thank you for your cooperation and prompt attention to this matter.

Very truly yours,

H./Charles Woerner, Jr.

HCWjr/dz Enclosures

#### ARTICLES OF ORGANIZATION OF TRAVEL SMART 24/7, LLC A FLORIDA LIMITED LIABILITY COMPANY

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TRAVEL SMART 24/7, LLC, and its principal office shall be located at 424 Luna Bella Lane, Unit 113, in the City of New Smyrna Beach, County of Volusia, State of Florida, but it shall have the power and authority to establish branch offices at any other place of places as the members may designate. The mailing address of the limited liability company shall be 424 Cuma Bella Lane, Unit 113, New Smyrna Beach, Florida 32168.

#### ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Floridar for dimited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- To engage in any activity or business authorized under the Florida Statutes for limited liability companies.
- 2. To provide services to various businesses for facilitating customer contacts between the businesses and their customers, and to sell, offer for sale,

promote, advertise, and market business promotion services of every type and kind, and to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

- To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- To enter into and make all necessary contracts for its business with any 4. person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, personal P joint stock company, association, partnership, firm, syndicate, individual, or other entity.
- mpany, association, partnership, firm, symmetry.

  To rent, buy, maintain, develop, improve or sell real ASSET ASSET. 6. property.

- 7. To aid, assist or participate in any lawful enterprise or business it may lawfully do under the laws of the State of Florida, providing for the formation, rights. privileges, and immunities of limited liability companies for profit.
- To do everything necessary, proper, advisable, or convenient for the 8. accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do. ల్లోన్ల ARTICLE III

### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in an operating agreement of the limited liability company adopted by the vote of the members having a majority interest in the limited liability company.

### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

TONY J. ARMAND 424 Luna Bella Lane Unit 113 New Smyrna Beach, FL 32168

# 2014 JAN 22 PM 1: 26 SECRETARY OF STATE SECRETARY OF STATE

# ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of a majority of its existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the members having a majority in interest in the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business by unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the members in the percentage of their interest. Additional contributions will be made as required for investment purposes determined by the consent of a majority in interest of the members.

#### ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distribution of the profits to which he or she is entitled in the percentage of his or her membership interest with payment dates not less than annually. The initial member and member's interest is as follows:

MEMBER

PERCENTAGE INTEREST

TONY J. ARMAND

100%

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid only out of the capital of the limited liability company and the profits of the business.

## ARTICLE VIII DURATION

This limited liability company shall exist for a perpetual period of time unless dissolved in the manner provided by law, or as provided in an operating agreement adopted by the members.

# ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 424 Luna Bella Lane, Unit 113, New Smyrna Beach, Florida 32168, and the name of the company's initial registered agent at that address is TONY J. ARMAND.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of TRAVEL SMART 24/7, LLC.

Executed by the undersigned at South Daytona, Florida on January 1/2, 2014.

TÓNY J. ARMANI

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

TRAVEL SMART 24/7, LLC

2. The name and the Florida street address of the registered agent are:

TONY J. ARMAND 424 Luna Bella Lane Unit 113 New Smyrna Beach, FL 32168 SECRETARY OF STATE

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.

TONY J. ARMAND

#### STATE OF FLORIDA COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared TONY J. ARMAND, known to me to be the person described in, or who produced a Florida driver's license as identification, and who executed the foregoing Articles of Organization and acknowledged before me that he executed the same, and an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this  $/\sqrt{p^{+}}$  day of January, 2014.

Notary Public

State of Florida at Large My Commission Expires:

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FILED