

# 29500000538

MICHAEL E. ENFIELD  
(Requestor's Name)  
5333 COMMERCIAL WAY  
(Address)  
SPRING HILL FL 34606 800-521-5415  
(City, State, Zip) (Phone #)

95 JUN 12 PM 11:10  
DIVISION OF REGISTRATION

OFFICE USE ONLY

FILED  
95 JUN 12 PM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500001589378  
-07/18/95--01027--003  
\*\*\*\*337.00 \*\*\*\*285.00

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ELITE AUDIO L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

*Same person has  
95-10685*

FILING \$250.00  
R. AGENT 35.00  
C. COPY \_\_\_\_\_  
TOTAL \$285.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

D. BROWN JUL 12 1995

Examiner's Initials \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
ELITE AUDIO, L.C.

FILED  
JUL 12 AM 11:53  
SECRETARY OF STATE  
FLORIDA

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 ELITE AUDIO, L. C., and its principal office shall be located at 2396 Gulf to Bay, in the city of Clearwater, County of Pinellas, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for the limited 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:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, 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.
3. 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.

4. To enter into and make all necessary contracts for its business with any 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.

5. 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, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance 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.

6. To do everything necessary, proper, advisable, or convenient for the 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 Florida laws, lawfully carry on, exercise, or do.

### 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 the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until his successor is elected and qualified is as follows:

Scott Brittan  
2396 Gulf to Bay  
Clearwater, FL 34625

### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 unanimous written consent of all members.

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 on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000 cash shall be paid to the limited liability company by members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### 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 their payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an distributive share of the profits in the following percentages:

Scott Britton	51%
Scott Mercer	49%

The distributive share of the profits shall be determined and paid to the members quarterly, beginning quarterly after the commencement of the business of the limited liability company, the month and day of the commencement date being January 1.

(b) *Losses.* All losses that occur in the operation of the limited liability company

business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following percentages:

Scott Britton	51%
Scott Mercer	49%

#### ARTICLE VIII DURATION

This limited liability company shall exist until dissolved in an manner provided by law, or as provided in the regulations 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 2396 Gulf to Bay, City of Clearwater, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is Scott Britton.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ELITE AUDIO, L.C.

Executed by the undersigned at 2396 Gulf to Bay, Clearwater, Florida 34625, on April 20, 1995.

I accept this appointment as registered agent and agree to act in this capacity. I am familiar with and accepts the obligations of my position as registered agent.

  
Scott Britton REGISTERED AGENT

  
Scott Mercer

FILED  
95 JUL 12 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

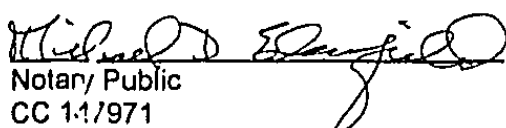
STATE OF FLORIDA  
COUNTY OF PINELLAS

In compliance with Florida Statutes 608.407(2), the undersigned member or authorized representative of a member of Elite Audio, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. If any, the agreed value of property, other than cash contributed by the members is \$ 0 .
4. The total amount of cash or property anticipated to be contributed by the members is \$ 10,000.00. This total includes the amounts from 2 and 3 above.

  
\_\_\_\_\_  
Scott Britton

The foregoing instrument was acknowledged before me this April 20, 1995, by Scott Britton member of Elite Audio, L.C., a limited liability company. He has produced a driver's license as identification.

  
\_\_\_\_\_  
Notary Public  
CC 11/971

My commission expires 9-~~26~~ 95