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95 DEC 28 PM 2:00  
DIVISION OF CORPORATE AFFAIRS

1950001008

ACCOUNT NO. : 072100000032

REFERENCE : 785422 10114A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 337.50

ORDER DATE : December 28, 1995

ORDER TIME : 9:23 AM

ORDER NO. : 785422

400001673044

CUSTOMER NO: 10114A

CUSTOMER: Garey Butler, Esq  
HUMPHREY & KNOTT

3rd Floor  
1625 Hendry Street  
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: SOUTHEAST U.S.A., L.C.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

L BROWN DEC 29 1995

FILED  
95 DEC 28 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Same people have 696298

**ARTICLES OF ORGANIZATION  
OF  
SOUTHEAST U.S.A., L.C.**

FILED  
95 DEC 28 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Southeast U.S.A., L.C. ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal place of business of the Company in Florida shall be 3040 Estero Blvd., Fort Myers Beach, FL 33931.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2040, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Garey F. Butler, Esquire, c/o Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

**ARTICLE VI - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

**ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

#### ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferor shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE X - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Scialdone	P.O. Box 6078, Fort Myers Beach, FL 33932
Alfredo Russo	P.O. Box 6078, Fort Myers Beach, FL 33932

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 21<sup>st</sup> day of December, 1995.

  
Anthony Scialdone

  
Alfredo Russo

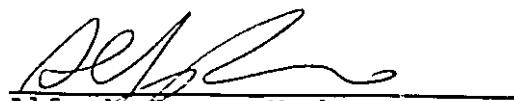
EXHIBIT A

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Southeast U.S.A., L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$ 2,000, \$1,000 from each of the two members.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 2,000. This total includes amounts from 2 and 3 above.

  
Anthony Scialdone, Member

  
Alfredo Russo, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEE: \$250 for Articles of Organization and Affidavit

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
95 DEC 28 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Southeast U.S.A., L.C.
2. The name and address of the registered agent and office is:

Garey F. Butler

(Name)

Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301

(P.O. Box not acceptable)

Fort Myers, FL 33901

(City/State/zip)

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.

Garey F. Butler  
(Signature)

12-27-95  
(Date)

FILING FEE: \$35 for Designation of Registered Agent

FILE NOW: Fee after May 1, will be \$263.75

L9500001008  
LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996  
FLORIDA DEPARTMENT OF STATE  
Sanjay B. Mathai  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 MAR -1 PM 4:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING FEE  
\$ 238.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1 Name and Mailing Address  
of Limited Liability Company  
**DOCUMENT #L95000001008**

SOUTHEAST U.S.A., L.C.  
3040 ESTERO BLVD.  
FORT MYERS BEACH FL 33931

1a. Principal Place of Business Address

3040 ESTERO BLVD.  
FORT MYERS BEACH FL 33931

If above mailing address is incorrect, please line through incorrect information and enter correction in Block 2a

2 Principal Place of Business

2a. Mailing Address

State, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

12/28/1995

3a. State of Formation

FL

4. FEI Number

65-0631580

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Additional Fee Required

7. Name and Address of Current Registered Agent

BUTLER, GAREY F ESQ.  
HUMPHREY & KNOTT, P.A.  
1625 HENDRY STREET, SUITE 301  
FORT MYERS FL 33901

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

4000001733504

03/06/96--01004--005

\*\*\*C-20 Code \*\*\*238.75

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when registering)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM SCIALDONE, ANTHONY

18171 PELICAN BAY DRIVE

P.O. BOX 6078

MGRM RUSSO, ALFREDO

15166 DEEP PASSAGE LANE

P.O. BOX 6078

FORT MYERS BEACH FL

FORT MYERS BEACH FL

3/4/96

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 108, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

2/12/96