



CHRISTOPHER A. ANSELMO, P.A.

Attorney & C.P.A.

2901 WEST STATE ROAD 434, SUITE 111

LONGWOOD, FLORIDA 32779

(407) 774-1040 - (407) 774-1041 FAX

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FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

Date: 1/10/96

File: Phoebe Pepper Products, L.C.

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-01/10/96--01116--001

****293.75. ****293.75

The following document(s) are enclosed for recording/filing with your office:

<input checked="" type="checkbox"/> Affidavit of Capital Contributions	_____	pages	\$ _____
<input type="checkbox"/> Assignment	_____	pages	\$ _____
<input checked="" type="checkbox"/> Certificate of Designation of Registered Agent	_____	pages	\$ 35.00
<input type="checkbox"/> Claim of Lien	_____	pages	\$ _____
<input type="checkbox"/> Deed for \$	_____	pages	\$ _____
Documentary Stamp Taxes			
<input type="checkbox"/> DR-219	_____	pages	\$ _____
<input type="checkbox"/> Easement	_____	pages	\$ _____
<input type="checkbox"/> Judgment	_____	pages	\$ _____
<input type="checkbox"/> Memorandum	_____	pages	\$ _____
<input type="checkbox"/> Mortgage for \$	_____	pages	\$ _____
Documentary Stamp Taxes			
<input type="checkbox"/> Notice of Commencement Denise	_____	pages	\$ _____
<input type="checkbox"/> Notice to Lienors AUTHORIZATION BY PHONE TO	_____	pages	\$ _____
<input type="checkbox"/> Option CORRECT total contributions	_____	pages	\$ _____
<input type="checkbox"/> Release	_____	pages	\$ _____
<input type="checkbox"/> Satisfaction	_____	pages	\$ _____
<input type="checkbox"/> Subordination	_____	pages	\$ _____
<input type="checkbox"/> UCC-1	_____	pages	\$ _____
<input type="checkbox"/> UCC-3	_____	pages	\$ _____
<input checked="" type="checkbox"/> Articles of Organization	_____	pages	\$ 250.00
<input checked="" type="checkbox"/> Certificate of Address	_____	pages	\$ 8.75
<input type="checkbox"/>	_____	pages	\$ _____
TOTAL			\$ 293.75

REQUEST

Enclosed is check # 1112 for the total fees due. Please, return file marked copies to us.

JAN 12 1996 BSB

96 JAN 10 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham, Secretary of State

"Celebrate Florida"



Fax Transmittal Cover Letter

Division of Corporations



Deliver To: Denice
Fax #: 407-774-1041 Firm: Christopher A. Anselmo, P.A.
From: Brenda Baker
Fax #: (904) 487-6013 Sender's Phone #: (904) 487-6925
Date: 1/12 Time: _____ Total # of Pages: 5
Notes:

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Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314



CHRISTOPHER A. ANSELMO, P.A.

Attorney & C.P.A.

2901 WEST STATE ROAD 434, SUITE 111
LUNGWOD, FLORIDA 32779
(407) 774-1040 - (407) 774-1041 FAX

FAX COVER SHEET

To: Brenda Baker

Fax #: 904-487-6013

Phone #:

From: Denise L. Dickman, CLA

Number of Pages (including this cover) 2

Date and Time (E.S.T.) January 12, 1996 - 3:01pm

Client: Phoebe Pepper Products, L.C.

Subject: Total Contribution

Comments: Total Contribution is \$25,000.00. Thank you for calling. have a great weekend.

INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND STRICTLY CONFIDENTIAL. IT IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US AT THE ABOVE TELEPHONE NUMBER. THANK YOU.

MEMBER OF THE AMERICAN ASSOCIATION OF ATTORNEY-CERTIFIED PUBLIC ACCOUNTANTS, INC.

**Articles of Organization of
Phoebe Pepper Products, L.C.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of this Limited Liability Company is **Phoebe Pepper Products, L.C. ("Company")**.

ARTICLE II. DURATION: The Company shall exist for a period of not more than 30 years, commencing on the Effective Date. If January 10,, 1996, is within five business days prior to the date of filing with the Department of State, then January 10,, 1996, shall be the "Effective Date." If January 10,, 1996, is after the date of filing with the Department of State, then January 10,, 1996, shall be the Effective Date; otherwise, the date of filing with the Department of State shall be the Effective Date.

ARTICLE III. ADDRESS: The mailing address and the street address of the Company's principal office is **169 C Riverbend Drive, Altamonte Springs, FL 32750.**

ARTICLE IV. REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent is: **Patricia White, 169 C Riverbend Drive, Altamonte Springs, FL 32750.**

ARTICLE V. CLASSES OF MEMBERSHIPS: There shall be two classes of memberships as follows:

- A. **Class A:** The Company is authorized to issue 100,000 Class A membership certificates. Class A members shall be entitled to vote on all issues.
- B. **Class B:** The Company is authorized to issue 100,000 Class B membership certificates. Class B members shall have no voting rights, unless otherwise set forth in the Regulations.

ARTICLE VI. ADMISSION OF NEW MEMBERS: No person may be admitted as a member, unless each Class A member consents, in writing, to the admission of the additional member.

ARTICLE VII. CONTINUITY OF LIFE: In the event of 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 the Company, the remaining Class A members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue. The remaining Class A members must agree, within 60 days from the date of such event, to continue; otherwise the Company shall be dissolved and liquidated.

ARTICLE VIII. MANAGEMENT: The Company shall be managed by a Board of Managers consisting of at least one Manager, to be elected annually by the Class A members.

Initially, the Company shall be managed by Patricia White, 169 C Riverbend Drive, Altamonte Springs, FL 32750, until the first meeting of the Class A members, or until his successor is elected.

ARTICLE IX. SHARING IN PROFITS AND LOSSES: The allocation of income, gain, loss, profit, credits, or similar items shall be allocated based on a member's percentage ownership of membership certificates, and not based on a member's relative capital account.

ARTICLE X. DISTRIBUTION OF PROFITS: Distribution to the members of the net profits of the Company shall be made at least annually, except that net profits and prior earnings may be retained by the Company and transferred to the member's capital accounts for the reasonable needs of the business as determined in the sole and absolute discretion of the Board of Managers.

ARTICLE XI. TRANSFERABILITY OF MEMBER'S INTEREST: A member's interest in the Company is not assignable in whole or in part, unless two-thirds of the non-assigning Class A members consent to the assignment. An assignment of a member's interest in the Company does not dissolve the Company or entitle the assignee to become or to exercise any rights or powers of a member. An assignment entitles the assignee to share in the profits and losses of the Company, to receive such distribution(s), and to receive such allocation of income, gain, loss, or credit or similar item to which the assignor was entitled, to the extent assigned. A member ceases to be a member and ceases to have the power to exercise any rights or powers of a member upon assignment of his entire interest in the Company. The mere consent to the assignment, without more, does not automatically make the assignee a member. An assignee may become a member only if two-thirds of the Class A members consent to the assignee becoming a member.

ARTICLE XII. AMENDMENTS: The power to adopt, alter, amend, or repeal (collectively, "amendments") these Articles and the Regulations of the Company shall be reserved to the Board of Managers by a two-thirds vote. Such amendments shall be duly signed by all of the Managers, and filed with the Secretary of the State of Florida. All members of the Company agree to abide by these Articles, the Regulation, and any amendments thereto, and agree to sign such for the purpose of filing with the Secretary of the State of Florida, if such signatures are necessary.

In Witness Whereof, the undersigned has executed this instrument as January 8 1996.

X Patricia White
Patricia White, Member and Initial Manager

**Affidavit of Membership and
Capital Contributions**

[P.S. 1608.407(2)]

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared, **Patricia White**, the initial Manager of **Phoebe Pepper Products, L.C.**, a Florida limited liability company ("Company"), after being first duly sworn, deposes and says:

- 1) The Company has at least two members.
- 2) The amount of cash and a description and agreed value of property other than cash contributed by the members is:

Cash	\$ <u>10,000.00</u>
Office Furniture & Equipment	\$ <u>5,000.00</u>

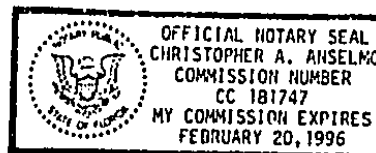
- 3) The amount anticipated to be contributed by the members is: \$ 10,000.00.
 - 4) The total from lines 2 and 3 is: \$ 25,000.00.
- Under the penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Phoebe Pepper Products, L.C.,
a Florida limited liability company

x Patricia White
By: Patricia White, Initial Manager

Sworn to and subscribed before me on January 8, 1996, by Patricia White, as the initial manager of **Phoebe Pepper Products, L.C.**, a Florida limited liability company on behalf of the limited liability company. Said person is known to me, or who has produced _____ as identification.

Ch. Angelone
Notary Public: _____
My Commission Expires: _____
My Commission Number is: _____



**Certificate of Designation
Registered Agent and Registered Office**

Pursuant to the provisions of §608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, 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: **Phoebe Pepper Products, L.C.**
2. The name and street address of the registered agent and office is:

Patricia White, 169 C Riverbend Drive, Altamonte Springs, FL 32750.

By: *Patricia White*
Name: Patricia White, Initial Manager
Date: January 8, 1996

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Patricia White
Name: Patricia White, Registered Agent
Date: January 8, 1996

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TALLAHASSEE, FLORIDA