

L96000000918

ANTHONY R. TROIA CO., L.P.A.
ATTORNEYS AT LAW
SUITE 800
1404 EAST NINTH STREET
CLEVELAND, OHIO 44114
(216) 801-0707

FILED
96 AUG 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 12, 1996

500001989895
-08/28/96--01006--001
*****293.75 *****293.75

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

Re: Ground Level Coffee Company, L.C.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization, Certificate of Registered Agent and Affidavit of Members Contribution for Ground Level Coffee Company, L.C. for filing with the Secretary of State's Office. Enclosed is the firm check for \$293.75 to cover the filing fee for the Articles of Organization Affidavit, Designation of Register Agent and a Certificate of Status.

Should you require any additional information or wish to discuss any of the forms being submitted, please advise.

Very truly yours,


Anthony R. Troia

ART/ccb

Enclosures as noted

cc: Ground Level Coffee Company, L.C.

F:\SHARED\CAMILLE\CCB6181.LTR

nc AUG 29 1996

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I

Name

The name of the Limited Liability Company is:

Ground Level Coffee Company, L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Ground Level Coffee Company, L.C.
1224 Peabody Drive, East
Jacksonville, FL 32221

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

Management

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are:

Sheri Heidenreich
Robert Heidenreich
1224 Peabody Drive, East
Jacksonville, FL 32221

Members:

Sheri R. Heidenreich
Sheri Heidenreich
Robert Heidenreich
Robert Heidenreich

FILED
56 AUG 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


FOR

GROUND LEVEL COFFEE COMPANY, L.C.

The undersigned members of Ground Level Coffee Company, 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 members is: \$1,000.00
 - 3) the amount of property to be contributed by the members is: - 0 -
- Total \$1,000.00

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.



Sheri Heidenreich, Member



Robert Heidenreich, Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FOR

GROUND LEVEL COFFEE COMPANY, L.C.

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: Ground Level Coffee Company, L.C.
2. The name and address of the registered agent and office is:

Sheri Heidenreich
1224 Penbody Drive, East
Jacksonville, FL 32221

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.

Sheri Heidenreich
Sheri Heidenreich

25 August 96
Date

FILED
96 AUG 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA