

L96000001151

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

October 28, 1996

SUBJECT: P & G Management Group LLC

Enclosed is an original and one (1) copy of the articles of organization and a check for: **\$346.25**.
This check is in payment of Filing Fee, Registered Agent Designation, Certified Copy and
Certificate of Status.

From: George E. Ecks
17105 Gulf Blvd., Suite 106
North Redington Beach, FL 33708-1402

Telephone: (813) 391-8577

Very Truly Yours,


George E. Ecks

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cos

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 30 PM 12:30

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B. REGISTER OCT 31 1996

ARTICLES OF ORGANIZATION P & G Management Group LLC

The undersigned natural persons, of the age of eighteen years or more, acting as organizers of a limited liability company under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company.

Article I. Name of Limited Liability Company. The name of this limited liability company is P & G Management Group LLC.

Article II. Principal Place of Business of the Limited Liability Company. The principal place of business of the limited liability company shall be 17105 Gulf Boulevard, Suite 106, North Redington Beach, FL 33706-1402

Article III. Period of Duration of the Limited Liability Company. The period of duration of the limited liability company shall be perpetual.

Article IV. Management and Names and Addresses of Initial Members. The management of this limited liability company is reserved to the members, and it shall not have managers. The names and addresses of its initial members are:

George E. Ecks, 17105 Gulf Boulevard, Apt. 106, North Redington Beach, FL 33706-1402

Patricia C. Higgins, 17105 Gulf Boulevard, Apt. 106, North Redington Beach, FL 33706-1402

Article V. Admission of Additional Members. The existing members of this limited liability company must approve the admission of new members by a unanimous vote. Upon such approval, new members shall be accorded all rights associated with membership in this limited liability company.

Article VI. Members Rights to Continue Business. The unanimous approval of the remaining members is required to continue the business of this limited liability company upon 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 this limited liability company.

Article VII. Statement of Purposes. The purposes for which this limited liability company is organized are: to sell Mountain Man Nut & Fruit Co. products, directly to the public at offices and other business locations, and to engage in any other lawful business for which limited liability companies may be organized in this state.

Article VIII. Names and Addresses of Organizers. The names and addresses of the organizers of this limited liability company are:

George E. Ecks, 17105 Gulf Boulevard, Apt. 106, North Redington Beach, FL 33706-1402

Patricia C. Higgins, 17105 Gulf Boulevard, Apt. 106, North Redington Beach, FL 33706-1402

Article IX. Registered Office and Registered Agent. The initial registered office of this limited liability company and the name of its initial registered agent at this address is:

George E. Ecks, 17105 Gulf Boulevard, Suite 106, North Redington Beach, FL 33708-1402

In witness Whereof, the undersigned organizers of this Limited Liability Company has signed these Articles of Organization on the date indicated.

Date: October 28, 1996

Signatures


George E. Ecks, Organizer


Patricia C. Higgins, Organizer

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TALLAHASSEE, FLORIDA

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

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:

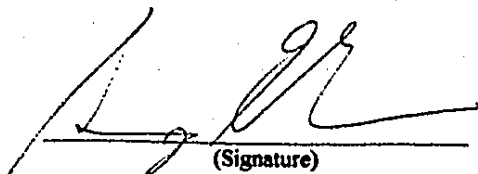
P & G Management Group LLC

2. The name and address of the registered agent and office is:

George E. Ecks
17105 Gulf Blvd., Apt. 106
North Redington Beach, FL 33706-1402

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TALLAHASSEE, FLORIDA

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.


(Signature)


10-28-96
(Date)

Filing Fee: \$35.00 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
P & G Management Group LLC**

The undersigned member or authorized representative of a member of P & G Management Group LLC 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 as of formation \$20,000.00.
- 3) If any, The agreed value of property other than cash contributed by members is \$0.00.
A description of the property is attached and made a part hereto.
- 4) The amount of cash or property anticipated to be contributed by members is \$0.00.
- 5) The total amount of 2, 3, and 4 is \$20,000.00.



Signature of a member or authorized representative of a 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 true.)

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