



THE UNITED STATES
CORPORATION
COMPANY

L97000000/55

ACCOUNT NO. : 072100000032

REFERENCE : 250772 10764A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 6, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 250772-005

CUSTOMER NO: 10764A

CUSTOMER: William E. Loucks, Esq
MONACO SMITH HOOD PERKINS
LOUCKS AND STOUT
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

FILED
97 FEB -6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GEMINI KIDS, L.C.

700002085297--9
-02/12/97--01078--003
*****337.50 *****337.50

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

RECEIVED
97 FEB -6 AM 11:37
DIVISION OF CORPORATION

1/6
2.6.97

ARTICLES OF ORGANIZATION
OF
GEMINI KIDS, L.C.
A Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned (the "Member") acting as the organizer of Gemini Kids, L. C., ("Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the limited liability company is:

GEMINI KIDS, L.C.

ARTICLE 2

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE 3

INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Bruce O. Rossmeyer. The street address of the Company's initial registered office is 290 North Beach Street, Daytona Beach, Florida 32114.

B. Principal Place of Business. The street address of the Company's principal office is 290 North Beach Street, Daytona Beach, Florida 32114.

ARTICLE 4

ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE 5

MANAGER

The name and business address of the initial and successor Manager of the Company are: Bruce O. Rossmeyer and Sandra Rossmeyer, respectively, 290 North Beach Street, Daytona Beach, Florida 32114. Should the foregoing named Manager and Successor Manager be unable to serve in this capacity, in such event the business of the Company shall be managed by a Manager elected by the Members holding seventy-five (75%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and further provided in the Regulations of the Company.

ARTICLE 6

PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be thirty (30) years, unless dissolved sooner in accordance with the terms of the Regulations of the Company. The remaining Member or Members of the Company shall have the right to continue the business of the Company upon the retirement, resignation, expulsion, bankruptcy or dissolution of a Member.

ARTICLE 7

AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval by a

majority of the Members of the Company and the approval of the Manager of the Company.

ADOPTION OF REGULATIONS

The Company shall adopt initial Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 5th day of February, 1997.

Randy R. Blalock

Randy R. Blalock, Member

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 5th day of February 1997 by Randy R. Blalock. She is (check one) ☒ personally known to me, or ☐ has produced her driver's license as identification.

Gay E. Rickmyre
Notary Public, State of Florida at Large



GAY E. RICKMYRE
MY COMMISSION # CC454526 EXPIRES
July 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to §608.415(2), Florida Statutes, the following is submitted to the Secretary of State of Florida:

That Gemini Kids, L. C., desiring to organize as a limited liability company under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 290 North Beach Street, Daytona Beach, Florida 32114 has named Bruce O. Rossmeyer as its registered agent to accept service of process within the State of Florida.

That the undersigned, Bruce O. Rossmeyer, having been named to accept service of process for Gemini Kids, L. C., at 290 North Beach Street, Daytona Beach, Florida 32114, in the Articles of Organization, does hereby agree to act in this capacity, and

agrees to comply with the provisions of §608.415, Florida Statutes, relative to keeping open said office.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Bruce O. Rossmeyer

Date: February 5, 1997

FILED
97 FEB -6 PM 2: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The undersigned Member of Gemini Kids, 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 \$60,000.
3. If any, the agreed value of property other than cash contributed by the Members is \$ N/A.
4. The total amount of cash or property anticipated to be contributed by the Members is \$60,000. This total includes amounts from paragraphs 2 and 3 above.

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

Randy R. Blalock

Randy R. Blalock, Member

The foregoing affidavit was acknowledged before me this 5th day of February 1997 by Randy R. Blalock. She is (check one) ☒ personally known to me, or ☐ has produced her driver's license as identification.

Gay E. Rickmyre
Notary Public, State of Florida at Large



GAY E. RICKMYRE
MY COMMISSION # CC454526 EXPIRES
July 8, 1999
BONDED THEY TRUY FAIR INSURANCE, INC.

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