

L97000000279



ACCOUNT NO. : 072100000032

REFERENCE : 274691 80983A

AUTHORIZATION :

*Patricia Pyguts*

COST LIMIT : \$ 285.00

ORDER DATE : February 26, 1997

ORDER TIME : 3:53 PM

ORDER NO. : 274691-005

**FILED**  
22097

CUSTOMER NO: 80983A

900002098019--E

CUSTOMER: Robert F. Greene, Esq.  
GREENE DONNELLY SCHERMER  
TIPTON & MOSELY, P.A.  
Suite 505  
1301 6th Avenue West  
Bradenton, FL 34205

DOMESTIC FILING

NAME: RIPT ENTERPRISES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

*W97-4690*  
K.R. FEB 27 1997

K.R. MAR - 7 1997

FILED  
97 FEB 27 AM 9 04  
TALLAHASSEE FLA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 27, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: RIPT ENTERPRISES, LLC  
Ref. Number: W97000004690

RECEIVED  
97 MAR -5 PM 1:54  
DIVISION OF CORPORATION

We have received your document for RIPT ENTERPRISES, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 197A00010355

**RESUBMIT**

Please give original  
submission date as file date.

EFFECTIVE DATE

2.20.92

ARTICLES OF ORGANIZATION  
OF  
RIPT ENTERPRISES, LLC

FILED  
97 FEB 27 AM 9:04  
STATE OF FLORIDA  
TALLAHASSEE

1. NAME. The name of this Limited Liability Company (the "Company") is RIPT ENTERPRISES, LLC.

2. PURPOSE. The purpose for which the Company is organized is:

Development and operation of Development Area 45 as designated in the Development Agreement between Smoothie King Home of the Muscle Punch, Inc. and Ira Rakatansky effective 10/2/96 or the development and operation of Smoothie King Home of the Muscle Punch, Inc. franchises in any other Development Area, and all necessary functions related thereto.

3. DURATION. The Company shall terminate on December 31, 2046, unless dissolved sooner in accordance with these Articles of Organization, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Organization.

4. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the Company is 1301 6th Avenue West, Suite 505, Bradenton, Florida 34205 and the name of the initial registered agent of the Company at that address is Robert F. Greene. The principal business address of the Company is 11917 Wandsworth Drive, Tampa, Florida 33626.

5. MANAGERS. The Company shall be managed by 2 managers, initially. The number of managers may be increased or diminished from time to time, by the members, but shall never be less than 2. The managers shall be elected annually in accordance with regulations adopted by the members for the management of the Company.

6. INITIAL MANAGERS. The name and street address of each initial manager who shall hold office until the first annual members' meeting or until a successor has been elected and qualified are:

Name

Address

the first meeting of the managers following the first annual members' meeting or until their successors have been elected and qualified, are as follows:

President - Tammy Peavy

Vice-President - Ira Rakatansky

Secretary - Ira Rakatansky

Treasurer - Ira Rakatansky

8. 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 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 transferee shall have no right to participate in the management of the business 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.

9. 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 that there are at least two remaining members.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on February 3rd, 1997.

  
Ira Rakatansky

AFFIDAVIT

STATE OF Massachusetts  
COUNTY OF Middlesex


BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Ira Rakatansky ("Affiant") who after being by me first duly sworn, deposes and says:

1. He is the organizer of RIPT Enterprises, LLC (the "Company").

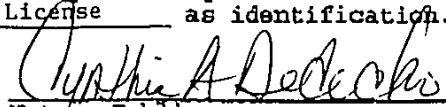
2. That the Company has at least two members and that the members of the Company have contributed to the capital of the Company the cash or property set forth in the attached Exhibit "A" and anticipate contributing the cash or property set forth in the attached Exhibit "B."

3. Affiant is familiar with the nature of an oath, and with the penalties provided by the Laws of the State of Florida for falsely swearing to statements made in an instrument of this nature.

FURTHER AFFIANT SAYETH NOT.

  
Ira Rakatansky

Sworn to and subscribed before me this 20th day of February, 1997, by Ira Rakatansky, who is personally known to me or who produced Massachusetts Drivers License as identification.

  
Notary Public

Printed Name:

My Commission Expires:

k:\wpdata\irakatans\affidav

My commission expires Apr. 12, 2002

FILED  
97 FEB 27 AM 9:04  
TALAMASSEE, FLORIDA

Exhibit "A"

Initial Members/Addresses

Capital Contribution

Tammy Peavy  
11917 Wandsworth Drive  
Tampa, FL 33626

-0-

Ira Rakatansky  
40 Speen Street  
Framingham, MA 01701

-0-

Ira Rakatansky as Trustee of  
the Ira Rakatansky Irrevocable  
Trust dated February 3, 1996

-0-

The total amount of cash and property contibuted by the members  
is \$0.00.

Exhibit "B"

Initial Members/Addresses

Capital Contribution

Tammy Peavy  
11917 Wandsworth Drive  
Tampa, FL 33626

\$490

Ira Rakatansky  
40 Speen Street  
Framingham, MA 01701

\$20

Ira Rakatansky as Trustee of  
the Ira Rakatansky Irrevocable  
Trust dated February 3, 1996

\$490

The total amount of cash and property anticipated to be contributed  
by the members is \$1,000.00.

The total amount of Exhibit "A" and Exhibit "B" is \$1,000.00

FILED  
97 FEB 27 AM 9:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above Company and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

  
Resident Agent

K:\wpdata\vakatansky\articles

FILED  
97 FEB 27 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA