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ETHERINGTON & CHAMBLISS, P.A.

ATTORNEYS AT LAW
THORNEBROOK I, SUITE L
2727 NW 43RD STREET
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(352) 377-1302
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David B. Etherington

Brenda Chambliss

May 1, 1997

Division of Corporations
P.O. Box 6329
Tallahassee, FL 32314

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****285.00 ****285.00

Dear Sirs/Ladies:

Enclosed are two copies of the Articles of Incorporation for a Florida Limited Liability Company, one for filing and one to be stamped with the filing date and returned to this office. Enclosed is a check for \$285.00 for the filing fees and the Registered Agent Designation.

Please address all correspondence to the above named office.

Sincerely,

Brenda
Brenda Chambliss
For the Firm.

FILED
97 MAY -7 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
DBE/vl

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DMC
5/8/97

ETHERINGTON & CHAMBLISS, P.A.

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David B. Etherington

Brenda Chambliss

May 2, 1997

Division of Corporations
P.O. Box 6329
Tallahassee, FL 32314

RE: Laurel Antiques, L.C.

Dear Sirs/Ladies:

You will find enclosed my client's check in the amount of Two-hundred and Eighty-five dollars (\$285.00). I forwarded an original and copy of the above referenced company's Articles of Organization for Florida Limited Liability Company for filing on May 1, 1997, but neglected to include the check.

Thank you in advance for your kind attention to this matter .

Sincerely,



Brenda Chambliss

Enclosure

cc: file

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

for

LAUREL ANTIQUES, L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is LAUREL ANTIQUES, L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 204 S.W. 4th Blvd, Waldo, FL 32694.

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 names and addresses of the managing members are:

Joy Kressman Goodall
3515 N.W. 13th Ave.
Gainesville, FL 32605

Heather Anne Goodall
3515 N.W. 13th Ave.
Gainesville, FL 32605

ARTICLE V
OFFICERS

The Officers of the Limited Liability Company are as follows:

President:	Joy Kressman Goodall
Vice President:	Heather Anne Goodall

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TALLAHASSEE, FLORIDA

Secretary: Heather Anne Goodall
Treasurer: Joy Kressman Goodall

ARTICLE VI LIMITED LIABILITY COMPANY REGULATIONS

The Power to adopt, alter, or repeal the regulations of a limited liability company shall be vested in the members of the company. Regulations adopted by the members or by the manager or managers may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the articles of organization.

ARTICLE VII VOTING BY MEMBERS

Unless Otherwise provided in the articles of organization, the following shall apply:

(A) All members of a limited liability company shall be entitled to vote on matters relating to the limited liability company:

(B) Each member's vote shall be weighed in proportion to the member's relative capital account; however, if the capital account of each member is negative or zero, each member shall have one vote;

(C) Any manager who is not a member shall not be entitled to vote on matters relating to the limited liability company.

ARTICLE VIII ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be that upon unanimous approval of all current members, new members shall be admitted.

ARTICLE IX MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be upon unanimous approval of all remaining members of the limited liability company.

ARTICLE X
DISTRIBUTION OF PROPERTY

The limited liability company may, from time to time, distribute its property to its members in accordance with the provisions contained in the regulations, except that no distribution may be made if after the distribution the limited liability company would not be able to pay its debts as they become due in the usual course of business, or the limited liability company's total assets would be less than the sum of its total liabilities (except liabilities to members on account of their contributions, unless otherwise provided in the articles of organization). If the regulations do not provide for the payment of distributions to members, the distributions, when made, must be allocated on the basis of each members's relative capital account.

ARTICLE XI
SHARING OF PROFITS AND LOSSES

The profits and losses of the limited liability company shall be allocated among members in the following manner:

Joy Kressman Goodall 50%

Heather Anne Goodall 50%

ARTICLE XIII
SUPPLEMENTAL CAPITAL CONTRIBUTIONS

A supplemental affidavit declaring the amount of the capital contributions of the members shall be filed with the Department of State within 30 days after time when the actual contributions of the members exceed the anticipated amount of capital contributions.

IN WITNESS WHEREOF, the undersigned has executed theses Articles of Organization of Limited Liability Company, dated this 1st day of May, 1997.

Joy Kressman Goodall
JOY KRESSMAN GOODALL

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 1st day of May, 1997, by Joy Kressman Goodall, who has produced FL. Driver's License as identification and did take and oath.

8340431-42-970-0

Joy Kressman
Notary Public



Brenda Chambliss
My Commission CC613557
Expires January 14, 2001

Prepared by:
Brenda Chambliss
Etherington & Chambliss, P.A.
2830 N.W. 41st St., Suite L
Gainesville, FL 32606
(352) 377-1302

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

The Undersigned member or authorized representative of a member of LAUREL ANTIQUES, L.C., deposes and says:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members are \$500.00.
3. No Property other the cash listed in 2 above has been contributed.
4. The total amount of cash or property anticipated to be contributed by members are \$500.00. This total includes amounts form 2 above.


JOY KRESSMAN GOODALL

(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.)

Prepared by:
Brenda Chambliss
Etherington & Chambliss, P.A.
2830 N.W. 41st St., Suite L
Gainesville, FL 32606
(352) 377-1302

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CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

FILED

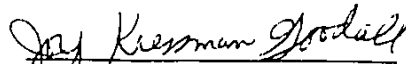
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, ^{2025 FLORIDA STATE} STATUTES, THE UNDESIGNED LIMITED LIABILITY COMPANY SUBMITS THE ^{TALLAHASSEE, FLORIDA} FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LAUREL ANTIQUES, L.C.
2. The name and address of the registered agent and office is:

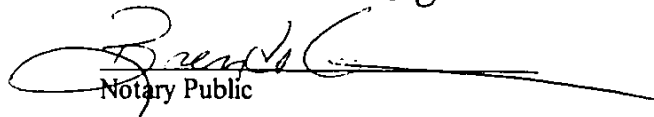
Joy Kressman Goodall
3515 N.W. 13th Ave.
Gainesville, FL 32605

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 certificated, 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.


Joy Kressman Goodall

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 1st day of May, 1997. By Joy Kressman Goodall, who has produced FLDL as identification and did take and oath. G 340-431-42970-0


Notary Public

Prepared by:
Brenda Chambliss
Etherington & Chambliss, P.A.
2830 N.W. 41st St., Suite L
Gainesville, FL 32606
(352) 377-1302



Brenda Chambliss
My Commission CC613567
Expires January 14, 2001

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