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L97000000732

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

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-07/07/97--01170--019

\*\*\*\*285.00 \*\*\*\*285.00

OFFICE USE ONLY

FILED  
97 JUL -3 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Rock-n-Roll Heaven USA, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K.R. JUL 03 1997

Examiner's Initials

RECEIVED  
97 JUL -3 PM 3:10  
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION  
OF  
Rock-N-Roll Heaven USA, L.C.

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We, the undersigned 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

The name of the limited liability company is Rock-N-Roll Heaven USA, L.C..

ARTICLE II - DURATION

The period of duration of this limited liability company shall be 30 Year from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 10621 Airport Pulling Rd., Naples, Florida 34109, and the mailing address shall be the same.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Filings, Inc., a Florida corporation, and the street address is 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311.

#### ARTICLE V - MEMBERS

This limited liability company has two (2) members whose names and addresses are:

Robert Sorrentine  
10621 Airport Pulling Rd., Naples, Florida 34109

John Tarangelo  
10621 Airport Pulling Rd., Naples, Florida 34109

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

#### ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing member is:

John Tarangelo

10621 Airport Pulling Rd., Naples, Florida 34109

ARTICLE VII - CONTRIBUTION

The initial capital contribution and the amount of cash contributed is \$ 2,000.00, and a description of property other than cash contributed by members is:

None

The agreed value of the contributed property is \$2,000.00.

The total amount of cash or property anticipated to be contributed by members is \$4,000.00 This total includes amounts from cash contributions and the agreed value of the property contributed.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Organization on this 3rd day of July 1997.

Filings, Inc.  
by Teresa Roman, Vice-President

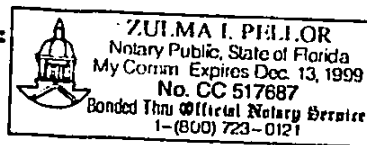
Teresa Roman  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

Before me appeared Teresa Roman, Vice-President of Filings, Inc., a Florida Corporation, who, on behalf of the corporation executed the foregoing Articles of Organization. The above named officer is personally known to me and did not take an oath.

  
Zulma Pellor  
Notary Public,  
State of Florida

My Commission Expires:  
Commission Number:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Rock-N-Roll Heaven USA, L.C. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

*Teresa Roman*  
Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Filings, Inc.  
by Teresa Roman, Vice-President

*Teresa Roman*

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Rock-N-Roll Heaven USA, L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.

2. The total amount of cash contributed by the members is \$ 2,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$ 2,000.00. A description of the property is as follows:

None

4. The total amount of cash or property anticipated to be contributed by members is \$ 4,000.00. This total includes amounts from 2 and 3 above.

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman  
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 are true.

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STATE  
TALLAHASSEE, FLORIDA