

L97000001400

TRANSMITTAL LETTER  
FOR FLOIDA CORPORATION

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

FILED  
97 DEC 10 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: American Superior Finance Company, L.C.

(Proposed corporation name - must include suffix)

~~200002348022-9~~  
~~11/17/97-01001-004~~  
~~\*\*\*\*122.50 \*\*\*\*122.50~~

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00  
Filing Fee

\$ 78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

✓ \$131.25  
Filing Fee,  
Certified  
Copy, &  
Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert F. Reyes  
Name (Printed or Typed)

101 N. Gadsden Street  
Address

Tallahassee, Florida 32301  
City, State & Zip

(850) 222-6656  
Daytime Telephone Number

200002348022-9  
-12/23/97-01041-012  
\*\*\*215.00 \*\*\*215.00

200002348022-9  
-11/17/97-01001-004  
\*\*\*131.25 \*\*\*131.25

OK 12/10/97

NOTE: Please provide the original and one copy of the Articles.

CF -215



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 17, 1997

ROBERT F. REYES  
101 N. GADSDEN STREET  
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN SUPERIOR FINANCE COMPANY, L.C.  
Ref. Number: W97000025888

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for AMERICAN SUPERIOR FINANCE COMPANY, L.C. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Item 8 indicates that the Company will be managed by elected MANAGERS. Possibly, these MANAGERS have not yet been elected, but for the purposes of filing your application we must have the NAMES and STREET ADDRESSES of the MANAGER(S) or MANAGING MEMBER(S) who are PRESENTLY running the Company.

ALSO, the FILING FEES for a Limited Liability Company TOTAL \$285.00. We presume that you are also requesting a CERTIFIED COPY and a CERTIFICATE OF STATUS. If so, the total required would be \$346.25.

As stated, we have RETAINED your \$131.25. Please send an ADDITIONAL \$215.00.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 897A00054990

**ARTICLES OF ORGANIZATION  
FOR  
AMERICAN SUPERIOR FINANCE COMPANY, L.C.**

**a Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this Company shall be: American Superior Finance Company, L.C.

2. **Duration/Continuation.** The Company will be dissolved upon the earliest occurrence of any of the following events: (1) July 1, 2047, (2) termination by the unanimous written agreement of all Members, (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, (4) upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of a majority of the interest of the remaining Members who would be entitled to vote upon such action, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. **The mailing address** is 8669 North West 36th Street, Suite 100, Miami, Florida 33166.

4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows: William B. Graham, 101 N. Gadsden Street, Tallahassee, FL 32301.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon the written application of such new Member, in the manner set forth in the Regulations for this Company.

6. **Right to Continue Business.** As provided in Article 2, the remaining Members may 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 Company.

7. **Intent.** It is the intent of the Members that the Company shall always be operated in a manner consistent with its classification as a "partnership" for federal income tax purposes. No Member shall take any action inconsistent with the express intent of the parties hereto.

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8. **Management of Company.** Management of the Company is reserved to its Managers, who shall be elected annually by the Members. The Managers are:

William Van Meter  
1240 Fairway Street  
Bowling Green, KY 42103

Timothy Renfro  
1240 Fairway Street  
Bowling Green, KY 42103

Howard Goldfarb  
8669 N.W. 36th Street, Suite 100  
Miami, Florida 33166

Mel Montagne  
8669 N.W. 36th Street, Suite 100  
Miami, Florida 33166

John Morgan  
1240 Fairway Street  
Bowling Green, KY 42103

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9. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute Chapter 608 and shall be signed and sworn to or otherwise approved herein by a majority of the interest of the Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

10. **Regulations of Company.** The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members. The Company will be governed by the Regulations to the extent that such Regulations are not inconsistent with these Articles of Organization.

11. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority of the interest of the Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

12. **Contracting Debt.** Except as otherwise provided by law or the Regulations, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers unless otherwise provided herein.

13. **Transferability of Member's Interest.** An interest of a Member of this Company may only be transferred or assigned to such extent and in the manner provided in the Regulations of the Company.

14. **Withdrawal or Reduction of Member's Capital Account.** A Member shall be entitled to the return of the balance of his or its capital account in the manner provided for in the Regulations of the Company.

IN WITNESS WHEREOF, the undersigned Member has hereunto set its hand and seal this 2nd day of December, 1997.

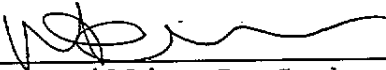
MEMBER:

AMERICAN SUPERIOR HOLDING COMPANY, L.C.

BY: John Morgan  
JOHN MORGAN, SECRETARY

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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, 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.

  
\_\_\_\_\_  
William B. Graham

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TALLAHASSEE FLORIDA

# AFFIDAVIT

Commonwealth of Kentucky  
County of Warren

Before the undersigned authority personally appeared John Morgan, Secretary of American Holding Company, L.C., who on oath says:

1. That he is the Secretary of American Superior Holding Company, L.C., and a Member of American Superior Finance Company, L.C.

2. That American Superior Finance Company, L.C. has at least two Members.

3. The amount of the agreed value of the property other than cash contributed by the Members is zero.

4. The amount of cash anticipated to be contributed by the Members is \$35,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

John Morgan  
JOHN MORGAN

SWORN TO AND SUBSCRIBED before me this 2nd day of December, 1997, by John Morgan, who is personally know to me or who has produced \_\_\_\_\_ as identification.

Lizbeth Anne Massey  
Notary

(SEAL)

My Commission Expires: 4/5/2004

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