

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
(850) 24-8870 Fax (850) 24-1122

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mugs N Sups of Clearwater
LLC

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Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

Signature _____

Requested by: Cher 2-19 928
Name Date Time

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- ☒ _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- ☒ _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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ARTICLES OF ORGANIZATION OF MUGS 'N' JUGS OF CLEARWATER, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the state of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Company for profit. We further declare that the following articles shall be the charter and authority for the conduct of business of such Limited Liability Company.

ARTICLE I **NAME**

The name of the Limited Liability Company shall be Mugs 'N' Jugs of Clearwater L.L.C., and its principle place of business shall be in the city of Clearwater, County of Pinellas, state of Florida, but it shall have the power and authority to establish branch of offices at such place or places as may be designated by the members.

ARTICLE II **PURPOSES AND POWERS**

The general mantra of the business or businesses to be transacted in which the Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the state of Florida, and the powers of the Limited Liability Company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things here and set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or ascend any of such contracts.
5. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, that are here or are otherwise granted were permitted by law, or acting as agent, nominee, or attorney-in-fact for any persons or corporations, and

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perform any service under the contract or otherwise any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and at such capacity or under such arrangement developed, and proved, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprising connection there with or incidental to such agency, representation, or service, and to render any other service and assistance in so far as it lawfully may under the laws of the state of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers here and set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the state of Florida.
7. The several clauses contained in the is statement of the general nature of the business or business's to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or efference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing here and shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$415,000.00 cash should be paid to the Limited Liability Company for the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE IV

PROFITS AND LOSSES

- (a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to an equal of distributors share of the profits. The distributor share of the profits shall be determined and paid to the members each year on the anniversary day of the commencement of business of the Limited Liability Company the month and day of such commencement date being February 17th.

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- (b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of capital of the Limited Liability Company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V
LIMITED LIABILITY COMPANY POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This article may be amended from time to time and the regulations of the Limited Liability Company by unanimous vote of the members of the Limited Liability Company.

ARTICLE VI
DURATION

The Limited Liability Company shall exist until February 17, 2028, or until dissolved in a matter provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII
PRINCIPLE PLACE OF BUSINESS

The principle office of the Limited Liability Company shall be located at 14100 U.S. Highway 19 North, #114, in the City of Clearwater, County of Pinellas, State of Florida.

ARTICLE VIII
MANAGEMENT

This Limited Liability Company shall be managed by two managers. Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

Siesta Egg, Inc.
7697 SaddleCreek Trail
Sarasota, Florida 34241

and

IDM Enterprises, Inc.
2095 Sunset Point Rd.
Unit #2103
Clearwater, Florida 33765

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ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 7697 Saddlecreek Trail, Sarasota, Florida 34241, and the name of it's initial Registered Agent is Mart Solu.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP


Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

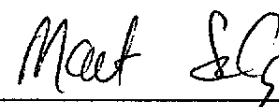
All members interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dilution of a member, or occurrence of any other event that terminated the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the Limited Liability Company, hereby certify that the foregoing constitutes the proposed Articles of organization of Mugs 'n' Jugs of Clearwater L.L.C.

Executed by the undersigned at the offices of McWhirter, Reeves, McGlothlin, Davidson, Rief & Bakas on February 18, 1998.

BY: 
IDM Enterprises, Inc.
Ibrahim Moussa, President

BY: 
Siesta Egg, Inc.
Mart Solu, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Mugs 'N' Jugs of Clearwater.
2. The name and address of the registered agent and office is:

**Mart Solu
7697 Saddlecreek Trail
Sarasota, Florida 34241**

**Mugs 'N' Jugs of Clearwater
14100 U.S. 19 North #114
Clearwater, Florida 34624**

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 certificate, 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.



(Signature)

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(Date)

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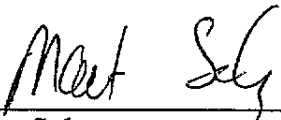
**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

**SUBJECT: Mugs 'N' Jugs of Clearwater
14100 U.S. 19 North #114
Clearwater, Florida 34624**

Enclosed is an original and one copy of the Articles of Organization along with a check for \$345.25 for the Filing Fee, Registered Agent Designation and the Certified Copy & Certificate.

BY:



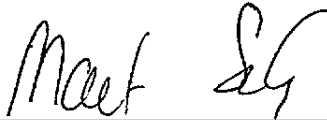
Mart Solu
7697 Saddlecreek Trail
Sarasota, Florida 34241

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AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

The undersigned member or authorized representative of a member of Mugs 'N' Jugs of Clearwater, L.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 \$100,000.00;
3. If any, the agreed value of the property is attached and made part hereto;
4. The amount of cash or property anticipated to be contributed by the members is \$315,000.00.
5. The total amount of 2,3, and 4 is \$415,000.00.



Signature of a member or 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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