

L98000001476

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

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-08/17/98--01059--016
****285.00 ****285.00

SUBJECT: WE Stores, L.C.
(Proposed limited liability company name - must include suffix)

FILED
98 AUG 17 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: Susan E. Wise
Name (Printed or typed)

P0 Box 592
Address

Perry, Florida 32348
City, State & Zip

850-584-2057
Daytime Telephone number

L98-1476

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

ARTICLES OF ORGANIZATION
OF

WE STORES, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby executes the following Articles of Organization.

- I **NAME.** The name of the limited liability company shall be : WE STORES, L.C.

- II **ADDRESS.** The mailing address shall be P. O. Box 592, Perry, Florida 32348, and street address shall be 2057 S. Byron Butler Parkway, Suites 13 & 14, Perry, Florida 32347.

- III **DURATION.** The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2027, unless the Company is earlier dissolved as provided in these Articles of Organization.

- IV **REGISTERED OFFICE AND AGENT.** The name of the registered agent of the Company in the State of Florida is Susan E. Wise, and the street address of the registered office of the Company is 2057 S. Byron Butler Parkway, Suites 13 & 14, Perry, Florida 32347.

- V **CAPITAL CONTRIBUTIONS.** The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

- VI **ADDITIONAL CAPITAL CONTRIBUTIONS.** Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

VII ADMISSION OF NEW MEMBERS. No additional members shall be admitted to the Company without the written consent of a super majority of the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or its 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 and affairs of the Company or become a member unless the required super majority of the members of the Company, other than the member proposing to dispose of his or its interest, approves of the proposed transfer by written consent. For purposes of the Articles VII, super majority means not less than seventy-five percent (75%) of the Company's membership interests eligible to vote at a membership meeting.


VIII TERMINATION OF EXISTENCE. The Company shall be dissolved upon the death, 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. However, the business of the Company may be continued by the consent of all the remaining members.

IX MANAGEMENT. The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are as follows:

Susan E. Wise P.O. Box 1026, Perry, Florida 32348

Don R. Everett 103 Ridge Road, Perry, Florida 32347

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 14 day of August, 1998.


Susan E. Wise, Organizer

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TALLAHASSEE, FLORIDA

Exhibit "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of WE STORES, L.C., deposes and swears that:

1. The above named limited liability company has at least the following members.
2. The total amount of cash contributed by each member is as follows:

<u>Member</u>	<u>Cash</u>
Susan E. Wise	\$ 5,000.00
Don R. Everett	<u>\$ 5,000.00</u>
Total Cash	<u>\$10,000.00</u>
3. No property other than cash has been contributed by any member(s).
4. The total amount of cash or property anticipated to be contributed by member(s) is Ten Thousand Dollars (\$10,000.00) which total includes amounts from 2 and 3 above.

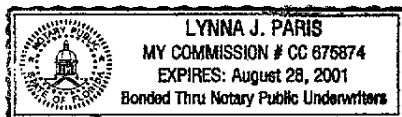
In accordance with section 608.408(3), Florida Statutes, the execution of the affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: August 14, 1998

Susan E. Wise
Susan E. Wise

STATE OF FLORIDA
COUNTY OF TAYLOR

SWORN TO AND SUBSCRIBED before me this 14 day of August, 1998, by **SUSAN E. WISE**, a member of **WE STORES, L.C.**, a Florida limited liability company, and who is personally known to me.



Lynna J. Paris
Notary Public, State of Florida

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

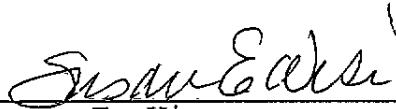
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision 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 Designating Its Registered Office/Registered Agent in the State of Florida.

1. The name of the limited liability company is **WE STORES, L.C.**
2. The name and address of the registered agent and office is:
Susan E. Wise
2057 S Byron Butler Parkway
Suites 13 & 14
Perry, Florida 32347

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.

Dated: August 14 1998



Susan E. Wise
Member/Registered Agent

**STATE OF FLORIDA
COUNTY OF TAYLOR**

The foregoing was acknowledged before me, this 14th day of August 1998, by **SUSAN E. WISE**, who is personally known to me, as registered agent for **WE STORE, L.C.**, a Florida limited liability company.





Notary Public, State of Florida