

W.H. Fard
L98000001684



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

To: ROYAL SERVICES OF SOUTH FLORIDA, LLC
711 N.W. 6TH AVENUE
MIAMI, FL 33136

SUBJECT: ROYAL SERVICES OF SOUTH FLORIDA, LLC
Ref. Number: L98000001684

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To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Organization of a Florida Limited Liability Company for ROYAL SERVICES OF SOUTH FLORIDA, LLC, document number L98000001684, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations -
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,
Lyn Turley-Shoffstall,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 799A00002446

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ROYAL SERVICES OF SOUTH FLORIDA, LLC

I, the undersigned, who intends to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, do hereby state and certify the following:

1. Name. The name of the Limited Liability Company shall be ROYAL SERVICES OF SOUTH FLORIDA, LLC.

2. Duration of Company. The company shall have perpetual duration.

3. Principal Office. The mailing address and street address of the principal office of the Limited Liability Company is 711 N.W. 6th Avenue, Miami, Florida 33136.

4. Registered Agent and Office. The name and street address of the Limited Liability Company's initial registered agent are Percy Rosenbloom, III located at 123 Park Street, Jacksonville, Florida 32203.

5. Purpose of Company. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

6. Additional Members. The members may admit additional members on such terms and at such times as may be agreeable to the existing members and the additional members to be admitted.

7. Continuation of Business. The remaining members of the Limited Liability Company have the right to continue the business of the Limited Liability Company 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.

8. Management.

(a) The Limited Liability Company shall be managed by two managers. The names and addresses of the persons who are to serve as managers until the first annual meeting of members or until their successors are elected and duly qualified are Sergio Barrero, III, as Operations Manager, 711 N.W. 6th Avenue, Miami, Florida 33136 and Percy Rosenbloom, III, as Executive Manager, 123 Park Street, Jacksonville, Florida 32203.

(b) Management of the limited liability company shall be vested in the manager or managers who shall be elected annually by

the members in the manner prescribed by and provided in the regulations of the limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

9. An affidavit that the Limited Liability Company has at least one member and setting forth the amount of cash contributed by the members and the amount anticipated to be contributed is attached to these Articles.

10. In the event of 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 liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

11. The effective date of the existence of the Limited Liability Company shall be September 1, 1998.

12. The Articles of Organization of this limited liability company may be amended in any manner permitted by Chapter 608, Florida Statutes.

13. The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager or managers of the company. Regulations adopted 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.

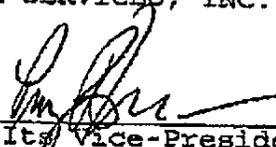
14. No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by one or more of its managers.

15. The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the

business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

SIGNED AND DATED this 25th day of August, 1998.

ROYAL SERVICES, INC.

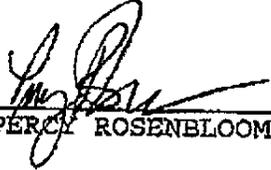
By: 

Its Vice-President

MEMBER

ACCEPTANCE BY RESIDENT AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said Limited Liability Company, Royal Services of South Florida, LLC.



PERCY ROSENBLOOM, III

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared PERCY ROSENBLOOM, III as authorized representative of Royal Services, Inc., member, who is personally known to me to be the person described as the organizer in and who executed the foregoing Articles of Organization of Royal Services of South Florida, LLC, and he acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 25th day of August, A.D. 1998.

Catherine D. Watkins
NOTARY PUBLIC, State of Florida
Print Name: _____
My Commission Expires: _____
Commission No.: _____



Catherine D. Watkins
MY COMMISSION # CC540059 EXPIRES
May 20, 2001
BONDED THROUGH FARM RESERVANCE, INC.

AFFIDAVIT OF MEMBER AND CONTRIBUTIONS
OF
ROYAL SERVICES OF SOUTH FLORIDA, LLC

The undersigned who is one of the initial members of this limited liability company hereby declares under oath:

1. This limited liability company has at least one member.
2. The amount of cash contributed by the members on formation of this limited liability company is \$2,000.00.
3. A description and agreed value of other property other than cash contributed by the members on formation of the limited liability company is NONE.
4. The amount anticipated to be contributed by the members is \$100,000.00 at this time.

SIGNED AND DATED on the date notarized below.

ROYAL SERVICES, INC. --

By: [Signature]
Its Vice-President

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 25th day of August, 1998, by PERCY ROSENBLOOM, III, as authorized representative of Royal Services, Inc., member, ✓ who is personally known to me; or _____ who produced a Florida driver's license as identification.

Catherine D. Wilkins
Notary Public
Print Name: _____
My Commission Expires: _____
Commission No.: _____



Catherine D. Wilkins
MY COMMISSION # 00648059 EXPIRES
May 20, 2001
BONDED THRU TROY FAIR INSURANCE, INC.