

L98000001801



ACCOUNT NO. : 072100000032

REFERENCE : 954687 9046A

AUTHORIZATION : *Patricia Piguita*

COST LIMIT : \$ 285.00

FILED  
98 SEP -9 AM 10: 04  
TALLAHASSEE, FLORIDA

ORDER DATE : September 8, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 954687-005

CUSTOMER NO: 9046A

CUSTOMER: Gregory A. Fox, esq  
FOX AND FOX, P.A.

Suite 100  
28050 U.S. Highway 19 North  
Clearwater, FL 33761

~~100002635051--1~~

DOMESTIC FILING

NAME: S.R.J. DEVELOPMENT, L.C.

EFFECTIVE DATE: ..

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATION

September 9, 1998

STACY L. EARNEST  
CSC  
TALLAHASSEE, FL

SUBJECT: S.R.J. DEVELOPMENT, L.C.  
Ref. Number: W98000020498

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for S.R.J. DEVELOPMENT, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 998A00045826

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 10, 1998

STACY L. EARNEST  
CSC  
TALLAHASSEE, FL

SUBJECT: S.R.J. DEVELOPMENT, L.C.  
Ref. Number: W98000020498

**RESUBMIT**  
Please give original  
submission date as file date.

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98 SEP -9 AM 10:04  
DIVISION OF CORPORATION  
TALLAHASSEE, FL

We have received your document for S.R.J. DEVELOPMENT, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Please make corrections on the Affidavit of Membership. Number 1 & 2 conflicts.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 598A00046020

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98 SEP 10 PM 4:17  
DIVISION OF CORPORATION

## ARTICLES OF ORGANIZATION

OF

S.R.J. DEVELOPMENT, L.C.

I, the undersigned certify that I intend to associate myself with other members 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 companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I

#### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be S.R.J. DEVELOPMENT, L. C., and its principal office shall be located at 650 Starkey Road, Largo, County of Pinellas, State of Florida, 33771, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the corporation shall be the same.

### ARTICLE II

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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TAMPA, FLORIDA

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 governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind 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, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business or businesses 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 inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this

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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 in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV

##### MANAGEMENT

This limited liability company shall be managed by three (3) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

Steve Szasz	Robert Szasz	Lazlo Adler
650 Starkey Road	650 Starkey Road	650 Starkey Road
Largo, FL 33771	Largo, FL 33771	Largo, FL 33771

The managers may elect officers of the limited liability company in accordance with regulations adopted by the members.

#### ARTICLE V

##### MEMBERSHIP RESTRICTIONS

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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions made to the limited liability company shall be made by the members in the amount set forth by the managers of the organization. Additional contributions shall be required by the members as determined by the managers of the limited liability company.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. 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 a distributive share of the profits as set forth in the certificates to be distributed to them evidencing their ownership in the limited liability company. The distributive share of the profits shall be determined and paid to the members within ninety (90) days after a fiscal year in an amount to be determined by the managers of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or if these sources are insufficient to cover such losses, by the members in the percentages set forth on the certificates issued to the members evidencing their ownership.

## ARTICLE VIII

### DURATION

This limited liability company shall exist for a period of ten (10) years from the date of filing of these Articles with the Secretary of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members. The members may extend the duration of this limited liability company by filing an amendment with the Secretary of State extending its term of existence.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 28050 U.S. 19 North, Suite 100, City of Clearwater, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is GREGORY A. FOX.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of S.R.J. DEVELOPMENT, L. C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF PINELLAS

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of S.R.J. DEVELOPMENT, L.C. deposes and says:

- 1) the above named limited liability company has at least two member.  
the total amount of cash contributed by the member(s) is \$650,000.00
- 2) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached \$ 0;
- 3) and made a part hereto.); and  
the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$650,000.00.

  
STEVE SZASZ

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of September, 1998 by STEVE SZASZ, member on behalf of S.R.J. DEVELOPMENT, L.C., a limited liability company. He is personally known to me.

  
NOTARY PUBLIC

My Commision Expires:

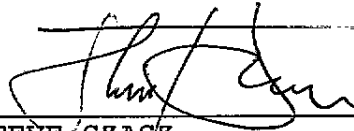


Gregory A. Fox  
MY COMMISSION # CC568165 EXPIRES  
August 5, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

98 SEP -9 AM 10:04  
FILED  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA



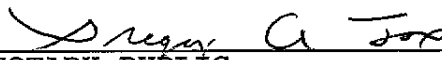
Executed by the undersigned at Clearwater, Florida on the 1st day of September, 1998.

  
\_\_\_\_\_  
STEVE SZASZ

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME personally appeared STEVE SZASZ, who is personally known to be the individual described in and who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 4<sup>th</sup> day of September, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



Gregory A. Fox  
MY COMMISSION # CC568165 EXPIRES  
August 5, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

SEP 11 1998  
TALLAHASSEE, FLORIDA

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA  
COUNTY OF PINELLAS

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

S.R.J. DEVELOPMENT, L.C.

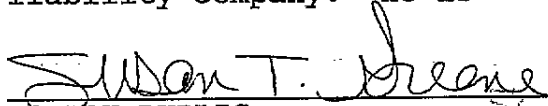
The name of the registered agent for S.R.J. DEVELOPMENT, L.C. is GREGORY A. FOX and the street address of the company's principal office where the agent is located is 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

This statement is to acknowledge that, as indicated above, S.R.J. DEVELOPMENT, L.C. has appointed me, GREGORY A. FOX, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

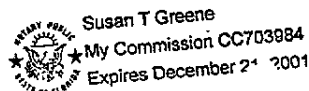
Dated September 4, 1998.

  
GREGORY A. FOX

The foregoing instrument was acknowledged before me this 4th day of September, 1998 by GREGORY A. FOX, agent on behalf of S.R.J. DEVELOPMENT, a limited liability company. He is personally known to me

  
NOTARY PUBLIC

My Commission Expires:



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TALLAHASSEE, FLORIDA