

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT

(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit Limited Liability Company to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Tim Schwiezer

(Name of Person)

Tim Schwiezer
9572 Sidney Hayes Rd.
Orlando, Florida 32824

For further information concerning this matter, please call

Tim Schwiezer

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-10/05/98--01073--009
****285.00 ****285.00

(407) 855-3400

(Area Code and Daytime Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

Same as
P970000 80243

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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W980000022729



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 6, 1998

TIM SCHWIEZER
9572 SIDNEY HAYES RD
ORLANDO, FL 32824

SUBJECT: CITY SANITATION L.L.C.
Ref. Number: W98000022729

We have received your document for CITY SANITATION L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00049700

ARTICLES OF ORGANIZATION
FOR City Sanitation, L.L.C.
A Florida Limited Liability Company

ARTICLE I

NAME: The name of the Limited Liability Company is City Sanitation, L.L.C.

ARTICLE II

ADDRESS: The mailing address and street address of the principal office of the Limited Liability Company is:

James Reese Stewart
13784 Sea Hawk Street
Jacksonville, FL 32224

ARTICLE III

DURATION: The period of duration for the Limited Liability Company shall be perpetual

ARTICLE IV

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

Tim Schwiezer
1600 W. New Hampshire Ave.
Orlando, FL 32804

James Reese Stewart
13784 Sea Hawk Street
Jacksonville, FL 32224

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS: The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional members and unanimous vote of any managing members. And

In accordance with the procedures set forth in the operating agreement which is attached hereto and incorporated in to these Articles by reference.

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ARTICLE VI

MEMBERS RIGHTS TO CONTINUE BUSINESS: The right, if given, of the remaining members of the limited liability company to 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 limited liability company shall be:

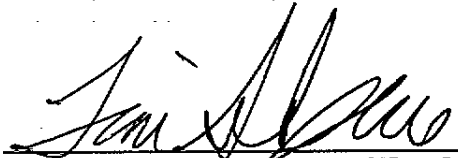
The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII

AUTHORIZED MEMBER: The name and street address of the Capital Member authorized to execute these Articles of Organization is any member of

Tim Schwiezer
1600 W. New Hampshire Ave.
Orlando, FL 32804

The undersigned member has executed these Articles of Organization this 9 of September 1998.


Authorized Representative of Tim Schwiezer

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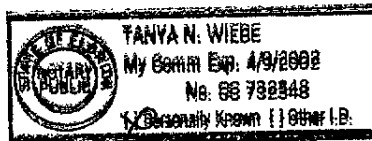
STATE OF Florida, COUNTY OF ORANGE BEFORE ME, the undersigned authority, personally appeared, who produced _____ as identification and who, deposes and states that he has read the foregoing document the contents thereof are true and correct. SWORN to and subscribed before me this _____ day of _____, 1998.

Notary Public

Print Name: _____

My Commission Expires: _____

C:\MyFiles\NEWFORMS\operating agreement\city sanitation.wpd



Capital Member 

Operating Member 

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

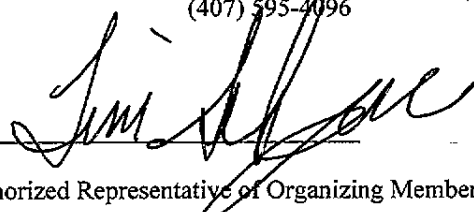
Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the company is City Sanitation L.L.C.

The name and address of the registered agent and office is:

Tim Schwiezer
1600 W. New Hampshire Ave.
Orlando, Fl 32804
(407) 595-4096

Signature: _____

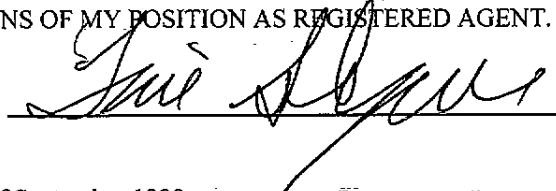


Title: Authorized Representative of Organizing Member

Date: this 9 of September 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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: _____



Date: this 6 of September 1998

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City Sanitation, L.L.C.
Affidavit of Membership

The undersigned member deposes and says he has personal knowledge of each of the following;

1. The limited liability company has at least one member;
2. The actual cash contributions to the limited liability company are two thousand dollars (\$2,000.00);
3. The noncash property consists of credit guarantees and services rendered which have a value of approximately five thousand dollars (\$5,000.00).
4. This value is allocated one thousand dollars (\$1,000.00) to the Operating Member and four thousand dollars (\$4,000.00) to the Capital Member.
5. Exhibit "A" attached is incorporated by reference into this affidavit setting forth the substance of paragraphs 1 through 4; specifically the intangibles for which the value of paragraph 3 is ascribed.

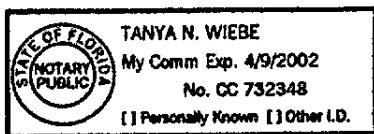
Reference to letter number 698A00049700
Reference Number W98000022729

EXECUTED this 13th day of October, 1998

Tim Schweizer
Tim Schweizer
Member of City Sanitation L.L.C.

Tanya N Wiebe
Witness

STATE OF FLORIDA, COUNTY OF ORANGE BEFORE ME, the undersigned authority, personally appeared Tim Schweizer, who is personally known to me or who produced _____ as identification. SWORN to and subscribed before me this 14 day of October 1998.



Tanya N Wiebe
Notary Public

Print
Name: _____

My Commission Expires: _____

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AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member deposes and says:

EXHIBIT "A"

I. Operating Member

James Reese Stewart shall be referred to as the Operating Member. The Operating Member shall act as general manager of Company. As the Operating Member will be entitled to compensation for services rendered as set forth in the employment contract.

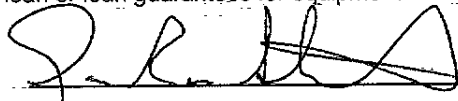
The Operating Member will receive a Voting Ratio of 50 percent and a Sharing Ratio of 50 percent in consideration for which the Operating Member contributes.

- a. Pre-opening time and effort
- b. Cash in the amount of \$1,000.00
- c. Guarantee all vendor accounts
- d. Dedicate substantially all of his productive time to the Company

II. Capital Member

The Capital Member is Tim Schwiezer who will receive a Voting Ratio of 50 percent and a Sharing Ratio of 50 percent in consideration for which the Capital Member contributes.

- a. Pre-agreement time and services,
- b. Provide a line of credit for \$300,000.00,
- c. Cash in the amount of \$1,000.00,
- d. \$1,000,000.00 loan or loan guarantees for equipment.



James Reese Stewart, Authorized Representative of City Sanitation L. C.

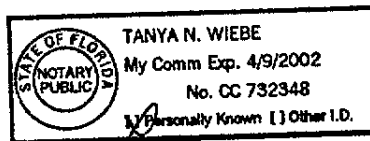
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STATE OF _____, COUNTY OF _____, BEFORE ME, the undersigned authority,
personally appeared _____, who is personally known to me or who produced
_____ as identification and who, deposes and states that he has read the foregoing, affidavit and the contents
thereof are true and correct. SWORN to and subscribed before me this _____ day of _____, 1998.

Notary Public _____

Print Name: _____

My Commission Expires: _____



Capital Member 

Operating Member 