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W98-28653

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REFERENCE : 075405 84529A

AUTHORIZATION :

COST LIMIT \$327.50

Patricia Rojas

ORDER DATE : December 22, 1998

ORDER TIME : 1:37 PM

ORDER NO. : 075405-005

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CUSTOMER NO: 84529A

CUSTOMER: Mark A. Schaum, Esq
WINTER & SCHAUM, PA
WINTER & SCHAUM, PA
Suite 137
2300 Corporate Boulevard, N.w.
Boca Raton, FL 33431

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DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: BOCA BARGOONS OF FORT MYERS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 4: 03

Name Availability	<i>MA</i>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

CSC

SUBJECT: BOCA BARGOONS OF FORT MYERS, L.L.C.
Ref. Number: W98000028653

We have received your document for BOCA BARGOONS OF FORT MYERS, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00060165

RESUBMIT

Please give original
submission date as file date.

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BOCA BARGOONS OF FORT MYERS, L.L.C.

ARTICLE II. ADDRESS

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

3645 Fowler Street
Fort Myers, Florida 33901-0928

ARTICLE III. DURATION

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

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Edward Wollstein
17760 Fieldbrook Circle
Boca Raton, Florida 33496

Cynthia Wollstein
17760 Fieldbrook Circle
Boca Raton, Florida 33496

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 4: 03

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows:

From the date of the formation of the Company, any Person or Entity acceptable to the Members by a vote of Members with a Majority Interest in the Company, either by the issuance by the Company of Membership Interest for such consideration as the Members, holding a Majority Interest, shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the terms and conditions of this Operating Agreement. No new Members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The Manager may, at his option, at the time a Member is admitted, close the Company books (as though the Company's tax year had ended) or make a pro rata allocation of loss, income and expense deductions to a new Member for that portion of the Company's tax year in which a Member was admitted in accordance with the provisions of Section 706(d) of the Code and the Treasury Regulations promulgated thereunder.

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:

Permitted as set forth in the Operating Agreement.

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The company may admit new members as provided in the Company's Operating Agreement.

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:

Permitted as set forth in the Operating Agreement.

ARTICLE VII. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BOCA BARGOONS OF FORT MYERS, L.L.C. certifies:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is: \$0;
3. If any, the agreed value of property other than cash contributed by member(s) is: \$0
(A description of the property is attached and made a part hereto.); and
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$137,500.00.



Signature of a member or an 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.)

MARK A. SCHAUM, ESQUIRE

Typed or printed name of signee

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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

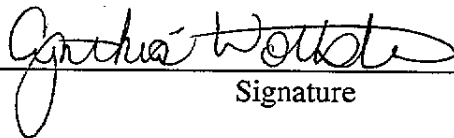
1. The name of the limited liability company is:

BOCA BARGOONS OF FORT MYERS, L.L.C.

2. The name and the Florida street address of the registered agent are:

Cynthia Wollstein
17760 Fieldbrook Circle
Boca Raton, Florida 33496

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