

Division of Corporations

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From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
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LIMITED LIABILITY COMPANY

J.B.F. OF FLORIDA, LIMITED LIABILITY COMPANY

FORT MYERS

Name Availability	1/22/99 DCC
Document Examiner	DCC
Updater	DCC
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Final Judgement	DCC
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Certificate of Status	0
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Page Count	28
Estimated Charge	\$285.00

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 1999

ACE! INDUSTRIES, INC.
34 NW 11TH ST.
MIAMI, FL 33136

SUBJECT: J.B.F. OF FORT MYERS, LIMITED LIABILITY COMPANY
REF: W99000001522

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must correct the name throughout the document. The Registered Agent's Certificate of Acceptance and the Affidavit still have the old name on it.

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

FAX Aud. #: H99000001653
Letter Number: 199A00002898

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H99-1653

**ARTICLES OF ORGANIZATION
OF
J. B. F. OF FORT MYERS, LIMITED LIABILITY COMPANY**

The undersigned being the authorized members of J.B.F. OF FORT MYERS, Limited Liability Company, a Florida limited liability company ("Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is J.B.F. OF FORT MYERS, Limited Liability Company.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Florida Statutes Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

25435 Loblolly Bay Road S.E.
Labelle, Florida, 33935

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of this Company is:

25435 Loblolly Bay Road S.E.
Labelle, Florida, 33935

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The registered agent and the street address of the registered agent of this company in the State of Florida shall be:

Mr. Jeffrey B. Freeman
25435 Loblolly Bay Road S.E.
Labelle, Florida, 33835

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares of the Company (excluding the member seeking to transfer his/her interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety

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percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company

ARTICLE VIII. DISSOLUTION OF THE COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The initial managers shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager and Address:

Brian Scott Holdings, Inc.
25435 Loblolly Bay Road S.W.
Labelle, Florida 33935

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ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his/her or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Article of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608. 423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of the majority of those managers of the Company in attendance at a meeting of the managers of the Company; provided, however, any provision which has been previously adopted, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an office or authorized representative of an initial member of J.B.F. OF FORT MYERS, Limited Liability Company, A Florida Limited Liability Company ("Company") who, Upon being duly sworn, certifies the following:

1. The Company has at least two (2) members.
2. As of the date hereof, the amount of capital contributions

to the Company made by its members is as follows:

\$1000.00

3. The anticipated amount of additional capital contributions to the Company to be made by its members will be as follows:

\$0.00

4. There have been no contributions to the Company made by its members other than cash contributions:

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an office or authorized representative of the a member of the Company, declares that the undersigned has read the foregoing and that the facts alleged herein are true and correct.

Dated: December 15, 1998.

By:

Jeffrey B. Freeman
BRIAN SCOTT HOLDINGS,
INC. JEFFREY B. FREEMAN,
as President

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JAN-21-1999 16:11 FROM SILVER & GARVETT, P.A.

TO

3053587832 P.02

H99-1653

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UP ON WHOM
SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of J.B.F. OF FORT MYERS,
Limited Liability Company in its Articles of Organization, at the place designated in
such Articles of Organization, the undersigned hereby agrees to act in this capacity
and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: December 15, 1998.

By: *Jeffrey B. Freeman* President
BRIAN SCOTT HOLDINGS,
INC., JEFFREY B. FREEMAN,
as President

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TALLAHASSEE, FLORIDA

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SWORN TO AND SUBSCRIBED before me, the undersigned authority,
this _____ day of December, 1998 by _____ that on this day
personally appeared, before me, _____ party to the foregoing
Articles of Organization to be the act and deed of the signers, and that the facts
therein states are truly set forth.

SWORN TO AND SUBSCRIBED before me this _____ day of December,
1998 by _____, who is personally known to me.

_____, Notary Public
State of Florida

My Commission Expires:

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JAN-20-1999 15:51 FROM SILVER & GARVETT, P.A.

TO

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IN WITNESS WHEREOF, the members of the Company have executed the foregoing
Articles of Organization this _____ day of December, 1998.

Brian Scott Holdings, Inc.,
a Florida Corporation

By: _____
Jeffrey B. Freeman, as President

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