

BUSH, ROSS, GARDNER, WARREN & RUDY, P.A.

MAHLON H. BARLOW, III  
DALE K. BOHNER  
CHRISTIAN C. BURDEN  
JOHN R. BUSH  
EDWARD B. CARLSTEDT  
MINDY L. CARREJA  
SAMUEL B. DOLCIMASCOLO  
PATRICIA LABARTA DOUGLAS  
RICHARD K. FUEYO  
J. STEPHEN GARDNER  
JOHN N. GIORDANO  
JEFFREY P. GREENBERG  
R. J. HAUGHEY, II  
RICHARD B. HADLOW  
PAUL L. HUEY

ATTORNEYS AT LAW  
100 SOUTH FRANKLIN STREET  
TALLAHASSEE, FLORIDA 32301  
(813) 223-9620

TELECOPIER (813) 223-9620

January 13, 1999

Prop?

00789-00524-00671

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: Filing Articles of Organization  
West Coast Imperial, LLC  
Our File No.: WCPI-8

400002744274--4  
-01/15/99--01090--009  
\*\*\*337.50 \*\*\*337.50

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of West Coast Imperial, L.L.C., an Affidavit by its Member, Dennis Bradford, and a check for the filing fee and certified copy in the amount of \$337.50.

Please stamp and return the enclosed copy of these documents for our records.

Sincerely,

*Jennifer Riddle*  
Jennifer Riddle, Legal Assistant to  
David M. Jeffries

/jdr  
enclosures  
cc: Dennis Bradford  
167965.1

L99-589

Name	David M. Jeffries
Availability	Available
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
Acknowledgement	[Signature]
W. P. Verifier	[Signature]



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 120381 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

**RESUBMIT**

Please give original  
submission date as file date

ORDER DATE : February 2, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 120381-005

CUSTOMER NO: 4728359

CUSTOMER: Ms. Jennifer D. Riddle  
BUSH ROSS GARDNER WARREN &  
BUSH ROSS GARDNER WARREN &  
220 South Franklin Street

Tampa, FL 33602

DOMESTIC FILING

NAME: WEST COAST IMPERIAL, LLC

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: Cassandra Lamm

EXAMINER'S INITIALS:

**RESUBMIT**

Please give original  
submission date as file date.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 15 PM 4:30

FILED

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgement
W. P. Verityer

DIVISION OF CORPORATION

99 FEB -2 PM 12:11

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 26, 1999

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FLORIDA 32301

SUBJECT: WEST COAST IMPERIAL, LLC  
Ref. Number: W99000001866

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for WEST COAST IMPERIAL, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Affidavit of Membership and Contributions must list the agreed value and a description of any property contributed by the members, if none, state that.,

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: 399A00003413

**ARTICLES OF ORGANIZATION  
OF  
WEST COAST IMPERIAL, L.L.C.**

FILED  
99 JAN 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I**

**Name**

The name of this limited liability company is WEST COAST IMPERIAL, L. L.C. (the "Company").

**ARTICLE II**

**Duration of Existence**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event. Any of the following acts or events shall dissolve the Company: (a) the death or resignation of any individual member; (b) the dissolution, whether voluntary or involuntary, of any entity member; (c) the filing of a petition in bankruptcy, on a voluntary basis by or an involuntary basis against, any member; (d) a unanimous determination by the members that the Company should be dissolved; or (e) when required by law (each a "Dissolving Event"). The dissolution shall be effective upon the occurrence of any of the above Dissolving Events without any further action required on the part of the Company or its members;

provided that the remaining members of the Company may elect, following the occurrence of Dissolving Events (a) - (c) above, to continue the business of the Company.

### ARTICLE III

#### Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

### ARTICLE IV

#### Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 13575 58<sup>TH</sup> Street North, Suite 144, Clearwater, FL 33760 , and its initial registered agent is David M. Jeffries, whose address is 220 South Franklin Street, Tampa, Florida 33602.

### ARTICLE V

#### Additional Members

The Company shall not admit a new member to the Company without the prior written consent of the members holding a majority of the membership interests in the Company. A member may not assign all or part of such member's membership interest in the Company without first obtaining the written consent of a majority of nonassigning members, and the assignee of a member's membership interest may become a member only if a majority of the nonassigning members consent.

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99 JAN 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

Continuation of the Company

The Company shall not automatically terminate upon 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 Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a Majority in Interest of the Membership Interests (as those terms are defined in the Company's Regulations) of the Company shall have the right to continue the business of the Company.

ARTICLE VII

Management of the Company

The Company shall be managed by its Members and the initial managing members of the Company shall be:

Joseph G. Lubeck, 13575 58<sup>th</sup> Street North, Suite 144, Clearwater, FL 33760

Dennis Bradford, 13575 58<sup>th</sup> Street North, Suite 144, Clearwater, FL 33760

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

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99 JAN 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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99 JAN 15 PM 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 7<sup>th</sup> day of January, 1999.




Dennis Bradford, Member

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 7<sup>th</sup>, day of January, 1999, by, Dennis Bradford, who is personally known to me or has produced \_\_\_\_\_ as identification.




  
NOTARY PUBLIC, State of Florida  
at Large  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

CERTIFICATE DESIGNATING  
REGISTERED AGENT

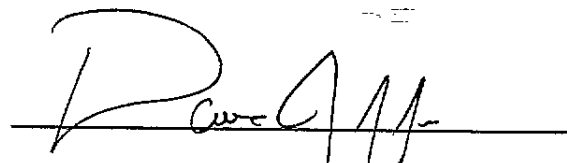
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99 JAN 15 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, West Coast Imperial, L. L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

  
Dennis Bradford, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

  
David M. Jeffries

167515.1

AFFIDAVIT

FILED  
99 JAN 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Dennis Bradford, being sworn, upon his oath deposes and says:

1. I am a member of West Coast Imperial, L. L. C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed a total of \$100 in cash and no property to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$500.00 in cash and no property.



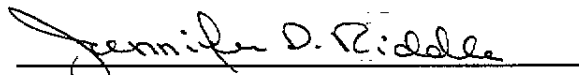
Dennis Bradford, Member

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 7th, day of January, 1999 by, Dennis Bradford, who is personally known to me or has produced \_\_\_\_\_ as identification



JENNIFER D. RIDDLE  
COMMISSION # CC 490027  
EXPIRES AUG 21, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.



Notary Public

Print Name: \_\_\_\_\_

My commission expires: \_\_\_\_\_

167515.1