

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4003

From:

Account Name : CUMMINGS & LOCKWOOD
Account Number : 102336001100
Phone : (941) 649-3186
Fax Number : (941) 263-0703

LIMITED LIABILITY COMPANY

HB HOLDINGS OF SOUTHWEST FLORIDA, LLC

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ARTICLES OF ORGANIZATION
OF
HB HOLDINGS OF SOUTHWEST FLORIDA, LLC

ARTICLE I

Name

The name of this Limited Liability Company is HB HOLDINGS OF SOUTHWEST FLORIDA, LLC (the "Company").

ARTICLE II

Address

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

c/o Euro/Florida Fundings, Inc.
1331 Old Oak Lane
Naples, Florida 34110

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be at c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor Naples, FL 34103, and its initial registered agent at such office shall be CLASP INC.

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Prepared by Joel H. Schechter, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 86444

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ARTICLE V
Management

The Company is to be managed by one or more Managers and the names and addresses of the initial Manager is:

Euro/Florida Fundings, Inc.
1331 Old Oak Lane
Naples, Florida 34110

Dated this 24th day of February, 1999.

EURO/FLORIDA FUNDINGS,
INC., as Manager

By: 

Michael Bahms, President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HB HOLDINGS OF SOUTHWEST FLORIDA, LLC (the "Company"), deposes and says:

1. The above-named Company has at least one member.
2. The total amount of cash contributed by the members at this time is: \$ 400.00.
3. If any, the agreed value of property other than cash contributed by members is:
\$ n/a.
- A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members in the future is:
\$ n/a.
5. The total amounts of 2, 3 and 4 is \$ 400.00.

Dated: February 24, 1999

HB HOLDINGS OF SOUTHWEST FLORIDA, LLC

By: EURO/FLORIDA FUNDINGS, INC.

By: 

Michael Bahms, President

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.

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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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: HB HOLDINGS OF
SOUTHWEST FLORIDA, LLC
2. The name and address of the registered agent and office is:

CLASP INC.
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

*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.*

DATED: February 24, 1999.

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CLASP INC.

By: 

Joe H. Schechter, President

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