

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8022 • Fax (850) 224-1222

L99000001170

DFS Venture, LLC

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****855.00 ****285.00

(5)

M/K

3/2/99

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:01

RECEIVED
99 MAR -2 PM 10:53

ARTICLES OF ORGANIZATION

OF

D F S VENTURE, LLC

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I, the undersigned person of the age of eighteen (18) years of age or more, acting as the organizer of a limited liability company under the Florida Limited Liability Company Statutes, do hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I - Name:

the name of the Limited Liability Company is D F S Venture, LLC

ARTICLE II - Address:

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

D F S Venture, LLC
860 U.S. Hwy One, Suite 108
North Palm Beach, FL 33408

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual and shall commence on the date of this Agreement and shall only be dissolved on the earlier of (i) written Agreement by all Partners (ii) dissolution for any reason that may be set forth herein.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and address of the organizing member is:

James O. McKenna, Jr.
860 U.S. Hwy One, Suite 108
North Palm Beach, FL 33408

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ARTICLE V - Admission of Additional Members:

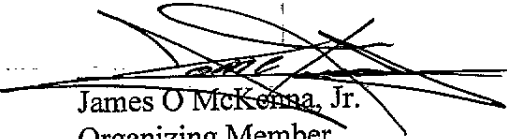
In the event that the Company is required to seek additional funding in order to carry out its business in addition to any loans which may be obtained, a majority of the Voting Units, shall at a meeting of Members called for that purpose or written consent, authorize the sale of additional Voting Units beyond the One Hundred (100) authorized Units at a price or prices to be determined by such a majority vote. Provided, however, before the Company shall sell any additional Units, it shall first offer each existing member the right but not the obligation to purchase additional Units on a pro rata basis, which right expires after a period not to exceed 10 days. The Members who elect to purchase additional Units shall have the additional right to purchase un-subscribed Units. This additional right shall again be on a pro-rata basis. The exercise of all rights offered under this provision shall be indicated in writing.

ARTICLE VI - Members Rights to Continue Business:

In the event of 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, the remaining Members shall be deemed to have agreed to continue the business of the Company under the terms of this Agreement unless Members holding a majority of the Voting Units vote to allow the Company to be dissolved and such vote occurs within 90 days of the event otherwise causing dissolution. Upon the occurrence or such an event, the Company shall promptly provide notice to all Members.

IN WITNESS WHEREOF, I have set my hand on this the 1 day of

MARCH, 1999


James O McKenna, Jr.
Organizing Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____

DFS VENTURE, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 100,000
This total includes amounts from 2 and 3 above.



Signature of a member or 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.)

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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: _____

DES VENTURE, LLC

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

JAMES O MCKENNA JR
(NAME)

860 US HWY ONE S-108
(P. O. Box ~~NOT~~ ACCEPTABLE)

NPB, FL 33408
(CITY/STATE/ZIP)

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]
(SIGNATURE)

3/1/99
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent