

Leahy & Associates, P.A.
A Professional Association

Timothy B. Leahy, Esquire

L990000001216

February 21, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002786994--6
-02/25/99-01043-006
****285.00 ****285.00

Re: Filing of a Limited Liability Company

Dear Sir(s):

Please find enclosed the original Articles of Organization for Petoefi Optimum, L.L.C., and one copy of said Articles of Organization. Also please find enclosed my check in the amount of \$285.00 to cover the cost involved in the filing of Articles of Organization for Petoefi Optimum, L.L.C., as a limited liability company and for the Certificate of Registered Agent and a certified copy. Please send all things that will be sent from your office that involve the above limited liability company to the offices of Leahy & Associates, P.A., 535 Central Avenue, Suite 300, St. Petersburg, FL 33701.

Thank you for your cooperation concerning this matter. If you have any questions, please feel free to contact me.

Sincerely,

Leahy & Associates, P.A.

Name	1/4/99
Available	
Document	Timothy B. Leahy, Esquire
Examined	Enclosures
Updater	TBL/dw
Updater	DCC
Verifier	DCC
Adm. Charge	DCC
W. P. Verifier	DCC

FILED
99 FEB 25 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

PETOEFI OPTIMUM L. L. C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization;

ARTICLE I

NAME:

The name of the Limited Liability Company shall be PETOEFI OPTIMUM L.L.C.

ARTICLE II

MAILING and STREET ADDRESS

The mailing address and principal place of business of the Company in Florida shall be 535 Central Ave., Suite 300, St. Petersburg, Florida, 33701

ARTICLE III

DURATION:

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than February 1, 2029 unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV

PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

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99 FEB 25 AM 11:00
STATE
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Timothy B. Leahy, 535 Central Ave. Suite 300, St. Petersburg, Florida 33701.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The total amount of cash initially contributed by the members is \$3,000.00. Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except by the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members.

99 FEB 25
TALLAHASSEE, FLORIDA
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ARTICLE IX
MANAGEMENT

The Company shall be managed by a Manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law of these Articles of Organization. The name and address of the manager of the Company is:

NAME
RICHARD BRUCE SMITH

ADDRESS
Henville Building
Main St., Charlestown
Nevis, WI

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TALLAHASSEE, FLORIDA

ARTICLE X

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Petoefi Optimum L.L.C., deposes and says:

- 1) The above named limited liability Company has at least one member. The members are, Optimum Holdings Ltd. and Petoefi Inc.
- 2) The total amount of cash contributed by the members is \$ 3,000.00
- 3) If any, the agreed value of property other than cash contributed by the members is \$ 0. A description of the property is attached and made a part hereof.
- 4) The total amount of cash or property anticipated to be contributed by members is \$ 3,000.00. This total includes amounts from 2 and 3 above.

I swear and affirm the above facts are true.

Noted by Leahy

In Witness Whereof, the undersigned organizer has made and subscribed these Articles of Organization at Tampa, Florida for the foregoing use and purpose this 23rd day of February, 1999.

Timothy B. Leahy
Timothy B. Leahy

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 23rd day of February, 1999, by Timothy Leahy, Esq., who is personally known or who has produced as identification and who (did) (did not) take an oath.



Jackie L. Branson
MY COMMISSION # CC760000 EXPIRES
July 16, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Jackie Branson
NOTARY PUBLIC
Print: Jackie Branson
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in the Articles of Organization, 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 this 23 day of Feb., 1999

Noted by Leahy
Timothy B. Leahy

FILED
99 FEB 25 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA