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Tilis & Loren, P.A.

Attorneys at Law

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West Palm Beach, Florida 33401
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Offices in Florida, New York and New Jersey

March 5, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/08/99--01137--005
****855.00 ****285.00

Re: Albertson Enterprises II, LLC

Dear Ladies and Gentlemen:

Please accept for filing the enclosed Articles of Organization (and accompanying affidavit and acceptance of appointment as registered agent) for the above-referenced Limited Liability Company. I have also enclosed a check for \$285 to cover the filing fees.

Please acknowledge your receipt of this letter by sending me a time-stamped copy of this letter in the enclosed self-addressed stamped envelope.

Sincerely yours,
Tilis & Loren, P.A.


Donna Pappas
Legal Assistant

cc: Mr. M. Albertson

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

09 MAR -9 PM 4:41
RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

ARTICLES OF ORGANIZATION

OF

ALBERTSON ENTERPRISES II, LLC
(a Limited Liability Company)

SECRET
DIVISION 8
99 MAR -8 PM 4:41

The undersigned, desiring to form a limited liability company in accordance with Florida Statutes §608.407 do hereby set forth:

- FIRST:** The name of the limited liability company is:
ALBERTSON ENTERPRISES II, LLC
- SECOND:** The duration of the limited liability company is perpetual.
- THIRD:** The mailing address and street address of the principal office of the limited liability company is:
40 Tilis & Loren, P.A.
301 Clematis St. - Suite 3000
West Palm Beach, FL 33401
- FOURTH:** The name and street address of the limited liability company's initial registered agent in the state is:

Tilis & Loren, P.A.
Attention: Bruce E. Loren, Esq.
301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401
- FIFTH:** Members may admit additional members upon the majority vote of the then-existing Members or on any other or different terms and conditions, subject to any limitations set forth in the Regulations of the limited liability company or in resolutions adopted by the Members, as may be adopted by the Members.
- SIXTH:** The remaining Members may continue the business of the limited liability company on 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 limited liability company.
- SEVENTH:** The limited liability company is to be managed by a manager or managers,

and the names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Mike Albertson
46 Tilis & Loren, P.A.
301 Clematis St. - Suite 3000
West Palm Beach, FL 33401

EIGHTH: The Members shall attach a written agreement governing the limited liability company which shall constitute the Regulations of the limited liability company to the record of the proceedings of the first meeting of the Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 4th day of March 1999.

Mike Albertson

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Tilis & Loren, P.A. having been named to accept service of process for Albertson Enterprises II, LLC, at the place designated in the Articles of Organization, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

TILIS & LOREN, P.A.

By:

Bruce E. Loren

Bruce E. Loren, its President

Dated: 3/4/99

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS:

Mike Albertson being duly sworn does hereby depose and say:

1. I make this affidavit to accompany the Articles of Organization of Albertson Enterprises II, LLC (the "LLC").
2. The LLC has at least one member who has agreed to contribute \$100 in cash and no other property (case or otherwise)
3. There is no other amount anticipated to be contributed by the members.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of March, 1999, swearing under penalty of perjury that each of the foregoing statements to be true.

Mike Albertson

Sworn to before me this 4th day of March 1999 by _____ who is personally known to me

Bruce E. Loren
_____, notary public



Bruce E Loren
My Commission CC677716
Expires September 7, 2001