

CAPITAL CONNECTIONS, INC.

417 E. Virginia Street, Suite 101 Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-442-8012 Fax (850) 224-1212

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\*\*\*\*337.50 \*\*\*\*337.50

Primo's Home Interiors  
LLC

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99 APR 16 AM 10:17

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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4/16/99

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 4/16/99

Time 9:25

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 CORPORATIONS  
DIVISION OF CORPORATIONS  
99 APR 16 AM 11:56

**ARTICLES OF ORGANIZATION  
OF  
PRIMO'S HOME INTERIORS, L.L.C.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 16 AM 11:56

The following have associated themselves for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit:

1. **PRIMO P. PROFETA and PATRICIA PROFETA, Co-Trustees of the  
PRIMO P. PROFETA LIVING TRUST U/A/D 3/23/98**
2. **PATRICIA PROFETA and PRIMO P. PROFETA, Co-Trustees of the  
PATRICIA PROFETA LIVING TRUST U/A/D 3/23/98**

The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**Name**

The name of the limited liability company is **PRIMO'S HOME INTERIORS, L.L.C.**

**ARTICLE II**

**Address**

The initial street address and mailing address of the principal office of the limited liability company is:

1961 14th Avenue  
Vero Beach, FL 32960

**ARTICLE III**

**Term**

The term of the limited liability company shall begin upon the filing of the Articles of Organization with the Department of State of Florida and shall continue until December 31, 2024, unless its existence is sooner terminated pursuant to the Members' Operating Agreement, unless extended by a unanimous vote of the Members.

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#### **ARTICLE IV**

##### **Management**

The limited liability company is to be managed by a manager and the name and address of such manager is:

**PRIMO P. PROFETA**

**1961 14th Avenue  
Vero Beach, FL 32960**

The named manager shall serve until successors are elected and qualified pursuant to the Members' Operating Agreement.

#### **ARTICLE V**

##### **Registered Agent**

The Registered Agent for the service of process with the State shall be Primo P. Profeta, whose address is 1961 14th Avenue, Vero Beach, Florida, 32960. A Certificate of Designation of Registered Agent/Registered Office is attached hereto.

#### **ARTICLE VI**

##### **Admission of Additional Members**

The members have the right to admit additional members by unanimous approval of all members, provided the additional members have met the requirements of and been approved by the Members' Operating Agreement.

#### **ARTICLE VII**

##### **Members Rights To Continue Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members provided, the consent is obtained within ninety (90) days of the occurrence of one of the above events. If the necessary consents of the members are not obtained, then the limited liability company shall be dissolved, liquidated and terminated pursuant to the Members' Operating Agreement.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 APR 15  
AM 11:56

Executed by the undersigned at Vero Beach, Indian River County, on the 15<sup>th</sup> day  
of April, 1999.

MEMBER:

By:

PRIMO P. PROFETA, CO-TRUSTEE OF  
THE PRIMO P. PROFETA LIVING TRUST  
U/A/D 3/23/98

By:

PATRICIA PROFETA, CO-TRUSTEE OF  
THE PRIMO P. PROFETA LIVING TRUST  
U/A/D 3/23/98

By:

PATRICIA PROFETA, CO-TRUSTEE OF  
THE PATRICIA PROFETA LIVING TRUST  
U/A/D 3/23/98

By:

PRIMO P. PROFETA, CO-TRUSTEE OF  
THE PATRICIA PROFETA LIVING TRUST  
U/A/D 3/23/98

STATE OF FLORIDA )

:SS.

COUNTY OF INDIAN RIVER )

BEFORE ME, an officer duly authorized to take acknowledgments, personally  
appeared PRIMO P. PROFETA and PATRICIA PROFETA, as Co-Trustees of the PRIMO  
P. PROFETA LIVING TRUST U/A/D 3/23/98 and as Co-Trustees of the PATRICIA  
PROFETA LIVING TRUST U/A/D 3/23/98, both known to me and/or who produced  
Florida Driver's Licenses as identification, and acknowledged before me  
that they executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and seal in the county and state last aforesaid this 15<sup>th</sup> day  
of April, 1999.



Patti A. Bachman  
MY COMMISSION # CC553058 EXPIRES  
June 9, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Patti A. Bachman

Notary Public, State of Florida  
PATTI A. BACHMAN

Printed Name of Notary

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

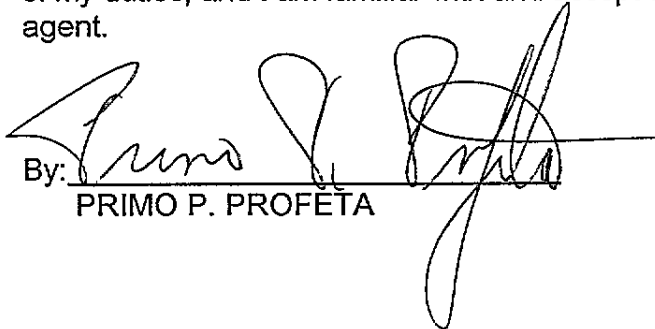
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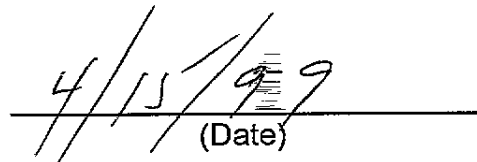
PURSUANT TO THE PROVISIONS OF §608.415 OR §608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **PRIMO'S HOME INTERIORS, L.L.C.**
2. The name and street address of the registered agent and office is:

PRIMO P. PROFETA  
1961 14th Avenue  
Vero Beach, Florida 32960

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.

By:   
PRIMO P. PROFETA

  
(Date)

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA                     )  
  :SS.  
COUNTY OF INDIAN RIVER        )

The undersigned member or authorized representative of a member of **PRIMO'S HOME INTERIORS, L.L.C.**, deposes and says:

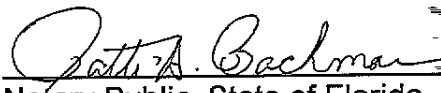
1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property, other than cash contributed by members is \$ -0-. Such contribution consists primarily of services.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

By:   
PRIMO P. PROFETA

**SWORN TO AND SUBSCRIBED BEFORE** me this 15<sup>th</sup> day of April, 1999, by PRIMO P. PROFETA, who is personally known to me and/or who produced Florida Driver's License as identification.



Patti A. Bachman  
MY COMMISSION # CC553058 EXPIRES  
June 9, 2000  
BONDED THRU TROY FARN INSURANCE, INC.

  
Notary Public, State of Florida  
PATTI A. BACHMAN  
Printed Name of Notary  
My Commission Expires: \_\_\_\_\_