

L99000002290

JOE MIKLAS
ATTORNEY, P.A.

April 2, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: J.T. PARTNERS, L.L.C.

Dear Sir:

Enclosed please find original and one copy of Articles of Organization for the above-referenced limited liability company. In addition, a check in the sum of \$285.00 is enclosed which represents the filing fee.

Kindly file the original of the enclosed Articles of Organization and return a certified copy to this office. A self-addressed, stamped envelope is enclosed for your convenience.

Thank you for your assistance in this matter. Should you have any questions or require any additional information, please phone.

Very truly yours,



Pamela Babson
for Joe Miklas

/pb
Enclosures

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Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
A.P. Verifier	

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Offices: 88765 Overseas Highway • Plantation Key 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

Telephone: 305-852-7225 • Facsimile: 305-852-4323



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 12, 1999

PAMELA BABSON
JOE MIKLAS ATTORNEY, P.A.
P.O. BOX 366
ISLAMORADA, FL 33036-0366

SUBJECT: J.T. PARTNERS, L.L.C.
Ref. Number: W99000008565

We have received your document for J.T. PARTNERS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 499A00018241

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J O E M I K L A S

ATTORNEY, P.A.

April 20, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Tammi Cline, Document Specialist

Re: Letter Number 499A00018241
J.T. PARTNERS, L.L.C.
Ref. Number W99000008565

Dear Ms. Cline:

Pursuant to your letter dated April 12, 1999, we have revised the Articles of Organization previously filed with your office to reflect the name of the limited liability company to be J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C. The original and one copy of the Articles of Organization are enclosed for your reference.

Please note that the mailing address of the company is reflected in Article I; that being the same as the physical address. Also, the Affidavit of Membership and Contributions has been revised to reflect additional contributions anticipated to be made by the members.

If the enclosed, as revised, meets with the Division's approval, kindly file the original of the enclosed Articles of Organization and return a file stamped copy to this office. A self-addressed, stamped envelope is enclosed for return of the confirmation copy.

As a reminder, the filing fee in the amount of \$285.00 is on deposit with the Division of Corporations.

Thank you for your assistance in this matter.

Very truly yours,



Pamela Babson
for Joe Miklas
/pb
Enclosures

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TALLAHASSEE, FLORIDA

Offices: 88765 Overseas Highway • Plantation Key 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

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ARTICLES OF ORGANIZATION OF
J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C., and its principal office shall be located at 743 Largo Road, Key Largo, Florida 33037, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address limited liability company is the same.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and made all necessary contracts for its business with any person, entity, partnership, association, corporation,

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MIAMI, FLORIDA

domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles, and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest off the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this

limited liability company. This Article may be amended from time to time to the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

JOHN A. LaROCCO
424 Sunshine Boulevard
Tavernier, Florida 33070

TODD GILCHRIST
4240 S. Landar Drive
Lake Worth, Florida 33463

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TALLAHASSEE, FLORIDA

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

On 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 on unanimous consent of the members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$22,500.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on the last day of the month following the close of the fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

This limited liability company shall have a perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 88765 Overseas Highway, Tavernier, Florida 33070 and the name of the company's initial registered agent at that address is Joe Miklas.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C.

Executed by the undersigned at Monroe County, Florida, this 16th day of April, 1999.


JOHN A. LaROCCO


TODD GILCHRIST

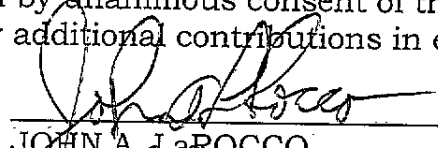
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TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MONROE

In compliance with FS § 608.407(2), the undersigned members of J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C. deposes and says:

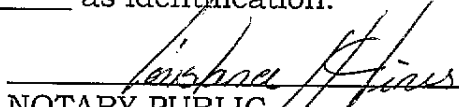
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$45,000.00.
3. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members shall make any additional contributions in equal shares.


JOHN A. LaROCCO


TODD GILCHRIST

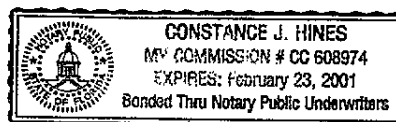
STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16 day of April, 1999, by JOHN A. LaROCCO a member of J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C., a limited liability company. They are personally known to me or have produced Personally known as identification.


NOTARY PUBLIC

- STATE OF FLORIDA

Printed Name: Constance J. Hines



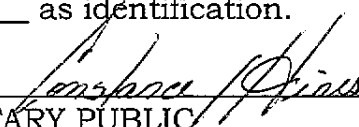
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16
day of April, 1999, by TODD GILCHRIST a member of J.T.
PARTNERS OF THE FLORIDA KEYS, L.L.C., a limited liability company.
They are personally known to me or have produced
Personally known as identification.


NOTARY PUBLIC

- STATE OF FLORIDA

Printed Name: Constance J. Hines



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TALLAHASSEE, FLORIDA

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99 APR 21 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE

STATE OF FLORIDA
COUNTY OF MONROE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C.

The name of the registered agent for J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C. is Joe Miklas and the street address of the company's principal office where the agent is located is 88765 Overseas Highway, Tavernier, Florida 33070.

This statement is to acknowledge that, as indicated above, J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C. has appointed me, Joe Miklas, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 20 day of April, 1999.

The foregoing instrument was acknowledged before me this 20 day of April, 1999, by JOE MIKLAS, agent on behalf of J.T. PARTNERS OF THE FLORIDA KEYS, L.L.C., a limited liability company. He is personally known to me or produced personally known as identification.

Pamela Babson
Notary Public - State of Florida
Printed Name: _____

