

L99000002874



ACCOUNT NO. : 072100000032

REFERENCE : 240640 8739A

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ ~~700.00~~ 285.00

ORDER DATE : May 14, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 240640-005

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
SIEGEL LIPMAN DUNAY & SHEPARD,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

FILED
99 MAY 14 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 MAY 14 11:25

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIVE STAR E-COMMERCE, LLC

000002875470--3

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

add 1 members

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

	CERTIFIED COPY
Name <u>5/14/99</u>	PLAIN STAMPED COPY
Availability <u>25</u>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Janna Wilson
Updater	EXAMINER'S INITIALS: _____
Updater Verifier	
Acknowledgement	
W. P. Verifier	

L99000002874

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 14, 1999

JANNA WILSON
CSC
TALLAHASSEE, FL 32301

SUBJECT: FIVE STAR E-COMMERCE, LLC
Ref. Number: W99000011384

We have received your document for FIVE STAR E-COMMERCE, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 399A00026779

**ARTICLES OF ORGANIZATION
OF
FIVE STAR E-COMMERCE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Article I - Name

The name of the Limited Liability Company is Five Star e-Commerce, LLC.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 430 S. Congress Avenue, Delray Beach, Florida 33445

Article III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

Article IV - Management

The Limited Liability Company is to be managed by a manager. The name and address of the manager, who shall serve as the manager until the first annual meeting of members or until his successor is elected and qualifies, is Scott Woolley, 430 S. Congress Avenue, Delray Beach, Florida 33445.

Article V - Members' Right to Admit Additional Members

The Limited Liability Company shall have the right to admit additional members upon the approving vote of all of the existing members of the Limited Liability Company for such consideration as all of the members shall determine.

Article VI - Members' Rights to Continue Business

On the death, withdrawal, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company by vote of a majority in interest of the remaining members.

The undersigned member of Five Star e-Commerce, LLC, has executed these Articles of Organization as of April 30, 1999.



Scott Woolley, Member

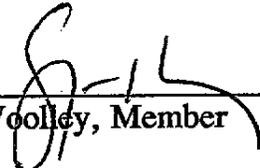
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99 MAY 14 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
FIVE STAR E-COMMERCE, LLC**

The undersigned member of Five Star e-Commerce, LLC, certifies:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000).
3. No property other than cash has been contributed by the members.
4. The total amount of cash and property contributed and anticipated to be contributed by members is TWO HUNDRED THOUSAND DOLLARS (\$200,000.00)

Dated: April 30, 1999



Scott Woolley, Member

FILED
MAY 14 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
FIVE STAR E-COMMERCE, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE
AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Five Star e-Commerce, LLC.
2. The name and the Florida street address of the registered agent and office

are:

Scott Woolley
430 S. Congress Avenue
Delray Beach, Florida 33445

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.

Dated: April 30, 1999

Scott Woolley

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TALLAHASSEE, FLORIDA