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To:

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Fax Number : (850) 922-4003

From:

Account Name : J. STEPHEN CRAWFORD, CHARTERED
Account Number : I19980000089
Phone : (941) 649-1818
Fax Number : (941) 261-4849

CM

LIMITED LIABILITY COMPANY

Johnnie T's (USA), LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$346.25

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LAW OFFICES
J. STEPHEN CRAWFORD, CHARTERED

To: Electronic Filing Division
Attn.: Cathy Mitchell

²¹
May 20, 1999

Fax No. 850/922-4003

⁶
Pages: ~~8~~ (w/cover)

From: J. Stephen Crawford, Esq.

Re: Articles of Organization of Johnnie T's (USA), LLC
Fax Audit # H99000011996 8

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Attached please find your letter of rejection (#199A00027834) and revised
Articles of Organization regarding Johnnie T's (USA), LLC.

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Should there be any problems please advise.

CM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This facsimile transmission is a confidential communication to or for the benefit of our client in furtherance of the rendition of legal services and is intended solely for the use of the person to whom directed. If you have received this in error, please notify us promptly and do not disclose the contents to any other person.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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May 19, 1999

J. STEPHEN CRAWFORD, CHARTERED

SUBJECT: JOHNNIE T'S (USA), LLC
REF: W99000011760

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The electronically filed document must include the preparer's in the lower left hand corner of the first page of the document not the cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6025.

Cathy Mitchell
Corporate Specialist

FAX Aud. #: H99000011996
Letter Number: 199A00027834

Facsimile Audit Number: (((H99000011996 8)))

ARTICLES OF ORGANIZATION OF JOHNNIE T'S (USA), LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I Name

The name of the Limited Liability Company is Johnnie T's (USA), LLC.

ARTICLE II Address

The mailing address and street address of the principal office of the Limited Liability Company is 5117 Castello Drive, Suite 1, Naples, Florida 34103.

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 such manager is Perdido Key Holdings, Inc., a Florida corporation, 5117 Castello Drive, Suite 1, Naples, Florida 34103. *pag-11232*

ARTICLE V Admission of Additional Members

The right of the Members to admit additional members and the terms and conditions of the admissions shall be subject to the prior written consent of the Managing Member.

J. Stephen Crawford, Esq.
J. Stephen Crawford, Chartered
5117 Castello Drive, Suite 2
Naples, Florida 34103
Tel. (941) 649-1818; Fax (941) 261-4849
Florida Bar Number: 286370

Facsimile Audit Number: (((H99000011996 8)))

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ARTICLE VI
Members' Rights to Continue Business

The limited liability company shall not be dissolved and the remaining members of the limited liability company shall continue the business 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.

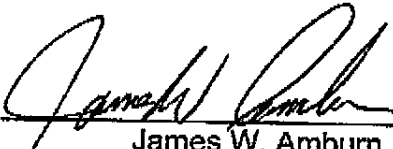
ARTICLE VII
Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Johnnie T. (USA), LLC, certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is 0.00
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 19th day of May, 1999.

PERDIDO KEY HOLDINGS, INC.

By: 
James W. Amburn, President

Signature of an authorized representative of a member executing the Articles of Organization.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James W. Amburn

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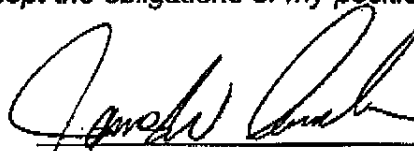
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

JOHNNIE T'S (USA), 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 Johnnie T's (USA), LLC.
2. The name of the registered agent is James W. Amburn and the Florida street address of the registered office is 5117 Castello Drive, Suite 1, Naples, Florida 34103.

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.


James W. Amburn

J. Stephen Crawford, Esq.
J. Stephen Crawford, Chartered
5117 Castello Drive, Suite 2
Naples, Florida 34103
Tel. (941) 649-1818; Fax (941) 261-4849
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