

L99000003393

Rogers, Towers, Et al - Mary Rose
Requestor's Name

106 S. Monroe Street
Address

Tallahassee, Florida 32301
City/State/Zip Phone #
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Meaghem L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-06/11/99--01047--018
****285.00 ****285.00

Name Availability	<u>6/11/99</u>
OTHER FILINGS	
Document Examiner	DCC Annual Report
Updater	DCC Fictitious Name
Updater	Name Reservation
Verifier	DCC
Acknowledgement	DCC
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please return a
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Thanks

L99000003393

**ARTICLES OF ORGANIZATION
OF
LIMITED LIABILITY COMPANY
MEGAGEM, L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company is:

MEGAGEM, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1100 Sawgrass Village Drive, Suite 201E, Ponte Vedra Beach, Florida 32082. The members may, from time to time, move the principal office to any other address in the State of Florida and may establish additional offices in and out of the State of Florida.

**ARTICLE III
DURATION**

The Limited Liability Company shall commence its existence on the date these Articles of Organization are filed by the Florida Secretary of State. The Limited Liability Company's existence shall be perpetual unless dissolved sooner pursuant to law. The Limited Liability Company is NOT to be a term company.

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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Limited Liability Company is:

David Anthony Golding
1100 Sawgrass Village Drive
Suite 201E
Ponte Vedra Beach, Florida 32082

ARTICLE V
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Limited Liability Company except with the unanimous written consent of all of the members of the Limited Liability Company and on such terms and conditions as shall be determined by the members.

ARTICLE VI
CONTINUATION OF BUSINESS

The Limited Liability Company shall be dissolved upon 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 unless the business of the Limited Liability Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE VII
ORGANIZER

The name and address of the organizer of the Limited Liability Company is:

David Anthony Golding
1100 Sawgrass Village Drive
Suite 201E
Ponte Vedra Beach, Florida 32082

ARTICLE VIII
MANAGEMENT

The Limited Liability Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Limited Liability Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Limited Liability Company are:

David Anthony Golding
1100 Sawgrass Village Drive
Suite 201E
Ponte Vedra Beach, Florida 32082

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ARTICLE IX
AMENDMENTS

The Limited Liability Company reserves the right to amend or repeal any provision of these Articles of Organization, or any amendment(s) thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X
LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 10 day of June, 1999.



David Anthony Golding
Organizer

COUNTY OF DUVAL)

Notary Public, State of Florida
Name:

My Commission Number is: _____

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

Pursuant to the provisions of section 608.425, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, 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:

MEGAGEM, L.L.C.

2. The name and address of the registered agent and office are:

**David Anthony Golding
1100 Sawgrass Village Drive
Suite 201E
Ponte Vedra Beach, Florida 32082**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



David Anthony Golding

10/6/99

DATE

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of Megagem, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The amount of cash and the description and agreed value of property other than cash contributed by the member(s) of the Company to the Company is as follows:

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Cash	\$1,000.00

3. If any, the agreed value of property other than cash contributed by members \$0. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$150,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 10/6/1999

David Anthony Golding
David Anthony Golding

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 10th day of June, 1999, by David Anthony Golding, who is personally known to me or who has produced PASSPORT as identification.



Judith A. Matthews
MY COMMISSION # CC639744 EXPIRES
July 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Judith A. Matthews
Notary Public, State of Florida
Name: _____

My Commission Expires: _____
My Commission Number is: _____