

L 99000004256
MICHAEL R. WEBER, ESQ.

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JULY 1, 1999

Via Courier

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
904 487-6052

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-07/07/99-01083--005
*****293.75 *****293.75

Re: Maximo Bait and Tackle, LLC (Proposed LLC name)

Dear Madam or Sir:

Enclosed please find

- One original and one copy of the Articles of Organization for the above-named company.
- A check in the amount of \$293.75 (\$250.00 filing fee, \$35.00 RA designation, and \$8.75 for a certificate of status).
- Please mail the certificate of status and the copy to the following address:

Michael R. Weber, Esq.
13906 Tern Lane
Clearwater, FL 33762
Day phone: 813 263-5669

Thank you.

Sincerely,

BY: MR Weber
Michael R. Weber, JD, MBA

99 JUL 7 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-4256

Name	OK
Availability	OK
Date	OK
Expiry	OK
Signature	OK
Witness	OK
Notary	OK
Verifying	OK

Enclosures: as stated

ARTICLES OF ORGANIZATION OF MAXIMO BAIT AND TACKLE, LLC

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

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "MAXIMO BAIT AND TACKLE, LLC."

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is:
4801 37TH Street South, St. Petersburg, FL 33762 (for both mailing and street).

ARTICLE III — Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV — Management:

The LLC is to be managed by the members and the names and addresses of the Managing Member(s) (is/are):

Chad Cook, 4801 37TH Street South, St. Petersburg, FL 33762.

Tal Aviram, 4801 37TH Street South, St. Petersburg, FL 33762.

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

By two-thirds affirmative vote of the existing members' interests, new members may be admitted to the Company.

ARTICLE VI — Members' Rights to Continue Business:

The right, if given, of the remaining members of the Company to 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 Company shall be:

The remaining members of the Company have the right to continue the business upon the occurrences described in the previous paragraph only if so voted by a majority of the interests of the remaining member(s).

FILED
99 JUL -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

Article VIII - Regulations

Any Regulations (as defined in Section § 608.402(13) of the Act), relating to this Company must be in writing and signed by all of the Members; however, amendments to the Regulations need only be approved by vote of 75% of the members' interests.

ARTICLE IX — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Maximo Bait and Tackle, 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 \$200;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0;
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$0.

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

MR Weber

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.)

Michael R. Weber

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

FILED
99 JUL -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 MAXIMO BAIT AND TACKLE, LLC.
2. The name and address of the registered agent and office is

Michael R. Weber, Esquire
3701 50th Avenue South
St. Petersburg, FL 33711

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.

MR Welch
Signature

7/1/99
Date

FILED
29 JUL -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA