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KRISTIN M. CONROY  
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TELECOPIER (941) 649-8140

July 13, 1999

**Via Federal Express**

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002930692--3  
-07/14/99--01033--006  
\*\*\*\*337.50 \*\*\*\*337.50

Re: **Articles of Organization for Flower Children of Naples, L.L.C.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$337.50 to cover the following costs:


1. \$250.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$337.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

  
Scott W. Duval  
Senior Law Clerk

L99-4471

Name	DL 7-22
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 21, 1999

SCOTT W. DUVAL  
MORRISON & CONROY  
3838 TAMiami TRAIL NORTH, SUITE 402  
NAPLES, FL 34103

SUBJECT: FLOWER CHILDREN OF NAPLES, L.L.C.  
Ref. Number: W99000016806

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We have received your document for FLOWER CHILDREN OF NAPLES, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 199A00037348

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July 21, 1999

***Via Federal Express***

Secretary of State  
The Division of Corporations  
Attn: Tammi Cline  
409 East Gaines Street  
Tallahassee, Florida 32399

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Re: **Articles of Organization for Flower Children of Naples, L.L.C.**

Dear Tammi:

Enclosed please find the corrected Articles of Organization for the above-referenced limited liability company. As you may recall, I had previously sent the Articles and they were rejected based on article VIII. I have revised the Articles based on our telephone conversation. Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Scott W. Duval  
Senior Law Clerk

swd

Encl.

**ARTICLES OF ORGANIZATION  
OF  
FLOWER CHILDREN OF NAPLES, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

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**ARTICLE I  
NAME**

The name of this limited liability company is FLOWER CHILDREN OF NAPLES, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 1750 J & C Blvd., Unit 8, Naples, Florida 34109. The Company's registered agent is David N. Morrison, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Kim Pappalardo, who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Kim Pappalardo  
1750 J & C Blvd., #8  
Naples, Florida 34109

Joseph Pappalardo  
1750 J & C Blvd., #8  
Naples, Florida 34109

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**ARTICLE VII  
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company Two Thousand Dollars (\$2,000.00) in cash.

**ARTICLE VIII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members by unanimous consent by the existing members.

## ARTICLE IX DISSOLUTION

### Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote at a properly called member meeting, or in writing.

## ARTICLE X DISTRIBUTIONS

### Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

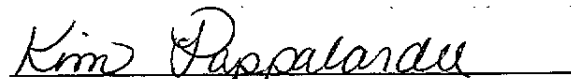
### Section 10.02 Winding-Up Distributions

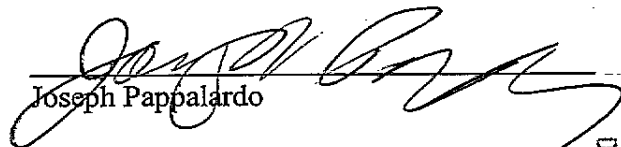
The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE XI  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 21 day of July, 1999.

  
Kim Pappalardo

  
Joseph Pappalardo

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLOWER CHILDREN OF NAPLES, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 2,000.00

Kim Dappalardo  
Signature of a member or authorized representative of a member

(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.)

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**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: FLOWER CHILDREN OF NAPLES,
2. The name and address of the registered agent and office is:

David N. Morrison  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

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*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 accept the obligations of my position as registered agent.*

  
(Signature)

July, 21 1999