

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L9900000498Z

CONTACT: CINDY HICKS

DATE: 8-12-99

REF. #: 0163. 7898

CORP. NAME: Causeway Shell, L.L.C.

FILED
99 AUG 12 AM 11:01
TALLAHASSEE, FL 32301

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 5672 FOR \$ 293.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 900002957789--8
-08/12/99--01035--008
****293.75 ****293.75

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
|---|---|--|

Examiner's Initials _____

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RECEIVED

LC
8-12-99

ARTICLES OF ORGANIZATION

OF

CAUSEWAY SHELL, L.L.C.

1. **Name.** The name of this limited liability company is **CAUSEWAY SHELL, L.L.C.**, a Florida limited liability company (the "Company").
2. **Duration.** The Company shall have perpetual existence, commencing upon the date of filing of these Articles of Organization with the Florida Department of State.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Place of Business.** The mailing address of the Company is Post Office Box 86, Ruskin, Florida 33570. The street address of the Company's principal office is 2620 U.S. 301 South, Tampa, 33619.
5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Kenneth A. Diamond. The street address of the initial registered agent of the Company is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is \$100.00.
7. **Additional Members.** Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. **Management of the Company.** The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The Company shall initially be managed by the following entity, to serve as the sole manager until the first annual meeting of the members or until a successor or successors are elected and qualified:

KALINVESTMENTS, L.L.C.

Post Office Box 86
Ruskin, Florida 33570

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TAMPA, FLORIDA

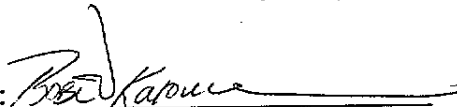
10. **Regulations.** The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the nontransferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned has executed these Articles of Organization effective as of the 11th day of August, 1999.

MEMBER:

KALINVESTMENTS, L.L.C.,
a Florida limited liability company

By: 
Robert Kalouch, Manager

#669486 v1 - 10276-001

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



KENNETH A. DIAMOND

Dated: August 11, 1999

#669486 v1 - 10276-001

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO *FLORIDA STATUTES* SECTION 608.407(2)**

The undersigned, representing a member of **CAUSEWAY SHELL, L.L.C.**, a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of \$100.00 of cash to the Company.
3. It is anticipated that \$180,000.00 will be contributed in the future by the members of the Company representing the agreed value of certain equipment and fixtures.
4. The total cash contributed and agreed value of property other than cash to be contributed by members is \$180,100.00.

Executed this 11th day of August, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (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.)

MEMBER:

KALINVESTMENTS, L.L.C.,
a Florida limited liability company

By: 
Robert Kalouch, Manager

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA