

L99000005043

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500002959995

-08/16/99-01001-010

****293.75 ****293.75

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

1. Smiley's of Sarasota, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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99 AUG 13 PM 3:26

8/13/99

RECEIVED
99 AUG 13 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
Smiley's of Sarasota, LLC

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We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is Smiley's of Sarasota, LLC.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be Perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 27 Fletcher Avenue, Sarasota, Florida 34237, and the mailing address shall be the same.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Filings, Inc., a Florida corporation, and the street address is 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311.

ARTICLE V - MEMBERS

This limited liability company has two (2) members whose names and addresses are:

Dave Babel
Unit A, 94 Avenida Venecia
Sarasota, Florida 34242

Amy Cross
Unit A, 94 Avenida Venecia
Sarasota, Florida 34242

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The names and addresses of the managing members are:

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Dave Babel
Unit A, 94 Avenida Venecia
Sarasota, Florida 34242

Amy Cross
Unit A, 94 Avenida Venecia
Sarasota, Florida 34242

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ARTICLE VII - CONTRIBUTION

The initial capital contribution and the amount of cash contributed is \$ 2,000.00.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 13th day of August 1999.

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Authorized representative
of a member

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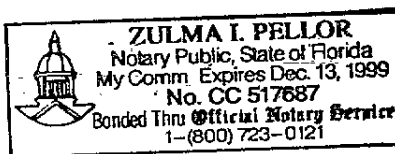
STATE OF FLORIDA
COUNTY OF LEON

Before me appeared Teresa Roman, Vice-President of Filings Inc., a Florida Corporation, who, on behalf of the corporation executed the foregoing Articles of Organization. The above named officer is personally known to me and did not take an oath.

Zulma Pellor

Zulma Pellor
Notary Public,
State of Florida

My Commission Expires:
Commission Number:

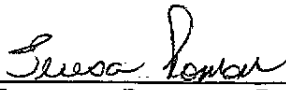


Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

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In compliance with Section 607.0501, Florida Statutes, the following is submitted:


First that Smiley's of Sarasota, LLC, desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.



Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Filings, Inc.
by Teresa Roman, Vice-President



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative
a member of Smiley's of Sarasota, LLC, deposes and says:

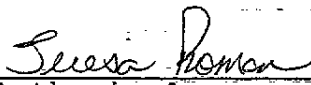
1. The above named limited liability company has at
least two (2) members.

2. The total amount of cash contributed by the
members is \$ 2,000.00.

3. If any, the agreed value of property other than
cash contributed by members is \$ 0.00. A description
of the property is as follows:

4. The total amount of cash or property anticipated
to be contributed by members is \$ 502,000.00. This total
includes amounts from 2 and 3 above.

Filings, Inc.
by Teresa Roman, Vice-President



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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