

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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key west mopeds, L.C.

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\*\*\*\*285.00 \*\*\*\*285.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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RECEIVED

99 AUG 26 AM 11:07

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

56-26-79  
8-26-99

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF ORGANIZATION**  
**OF**  
**KEY WEST MOPEDS, L.C.**

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED COMPANY**

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "KEY WEST MOPEDS, L.C."

**ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY**

This limited liability company shall have a duration of seventy-five (75) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

C/o 221 Simonton Street

Key West, Florida 33040

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TALLAHASSEE, FLORIDA

#### ARTICLE IV – REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 221 Simonton Street, Key West, Florida 33040. The name of the registered agent at such registered office is ADELE V. STONES, ESQUIRE.

#### ARTICLE V – ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### ARTICLE VI – CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a

Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### ARTICLE VII – COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by two (2) managers. The name and addresses of such managers who shall serve as Managers until successors are elected and qualified are:

<u>Names of Manager</u>	<u>Address</u>
<b>DENNIS WERTHEIMER</b>	c/o 221 Simonton Street Key West, Florida 33040
<b>CAROL KOZLOWSKI</b>	c/o 221 Simonton Street Key West, Florida 33040

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TALLAHASSEE, FLORIDA

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of this limited liability company.

#### ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the

denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

#### ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company may engage in ownership and operations of scooter, moped, motorbike, bicycle and other transportation rentals and related activities.

#### ARTICLE X – OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 25<sup>th</sup> day of August, 1999.

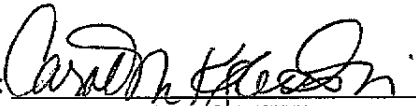
KEY WEST MOPEDS, L.C.

By: 

DENNIS WERTHEIMER  
Member

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KEY WEST MOPEDS, L.C.

By:   
CAROL KOZLOWSKI  
Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                                      ) SS.  
COUNTY OF MONROE    )

BEFORE ME personal appeared DENNIS WERTHEIMER, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced Michigan drivers license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1999.



Notary Public  
State of Florida at Large  
My Commission No. is:

My Commission Expires



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SECRETARY'S OFFICE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                                      ) SS.  
COUNTY OF MONROE    )

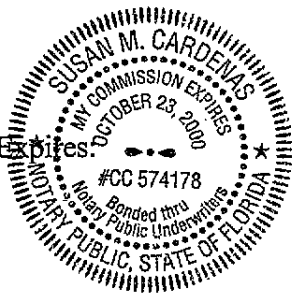
BEFORE ME personal appeared, **CAROL KOZLOWSKI**, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced Michigan drivers license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1999.

*Susan M. Cardenas*

Notary Public  
State of Florida at Large  
My Commission No. is:

My Commission Expires



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CLERK OF COURT  
TALLAHASSEE, FLORIDA



AFFIDAVIT ATTACHED TO ARTICLES OF ORGANIZATION

STATE OF FLORIDA        )  
                                  ) SS.  
COUNTY OF MONROE     )

BEFORE ME personally appeared, **DENNIS WERTHEIMER**, a Member of this limited liability company, who, after being duly sworn, deposes and says under oath as follows:

1.     This limited liability company has at least two Members.
2.     The amount of cash and a description and agreed value of property other than cash contributed by the Members and the amount anticipated to be contributed by Members are as follows:

<u>Member</u>	<u>Actual Cash Contributed</u>	<u>Agreed Value of Property Contributed</u>
Dennis Wertheimer	\$1,000.00	\$-0-
Carol Kozlowski	\$1,000.00	\$-0-

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TALLAHASSEE, FLORIDA

Anticipated Contributions

<u>Member</u>	<u>Cash Contributed</u>	<u>Agreed Value of Property To Be Contributed</u>
Dennis Wertheimer	\$-0-	\$-0-
Carol Kozlowski	\$-0-	\$-0-

IN WITNESS WHEREOF, the undersigned, a Member of this limited liability has executed this Affidavit on this 25<sup>th</sup> day of August, 1999.

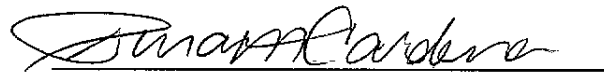
By:   
DENNIS WERTHEIMER, Member

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                                      ) SS.  
COUNTY OF MONROE    )

BEFORE ME personal appeared, **DENNIS WERTHEIMER**, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced Michigan drivers license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1999.



Notary Public  
State of Florida at Large  
My Commission No. is:


My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.061, Florida Statutes, the following is submitted: That KEY WEST MOPEDS, L.C. desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, State of Florida, has named, ADELE V. STONES, ESQUIRE, located at 221 Simonton Street, Key West, Florida, 33040, as its agent to accept service of process.

Signature: 

DENNIS WERTHEIMER  
Member

Title: Incorporating Member

Date: AUGUST 25, 1999

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

Adele V. Stones  
ADELE V. STONES, ESQUIRE

8/25/99  
DATE

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