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PLEASE REPLY TO: Port St. Lucie

August 13, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

IN RE: CARRIE ENTERPRISES, LTD.

Dear Sir or Madam:

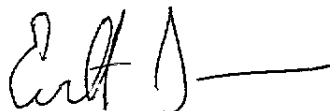
Enclosed please find the following for filing:

1. Articles of Organization of Carrie Enterprises, L.C.
2. Regulations of Carrie Enterprises, L.C.
3. Affidavit of Membership and Contributions
4. Check in the amount of \$285.00 for filing fees

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DIVISION OF CORPORATIONS  
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\*\*\*\*285.00 \*\*\*\*285.00

I have also enclosed copies of the above referenced documents for you to conform and return to me. Should you have any questions, or need any additional information, do not hesitate to communicate with us. Thank you very much, I am

Sincerely yours,



Evet L. Simmons

Confidential  
519786

ELS:jdeV  
Enclosures

cc: Ms. Brenda Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 17, 1999

SIMMONS & CLYNE, P.A.  
UNITY ONE AT ST LUCIE WEST  
145 NW CENTRAL PK PLAZA, STE 200  
PORT ST LUCIE, FL 34986

SUBJECT: CARRIE ENTERPRISES, L.C.  
Ref. Number: W99000019064

We have received your document for CARRIE ENTERPRISES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 699A00041453

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CORPORATION DIVISION

**ARTICLES OF ORGANIZATION  
OF  
CARRIE B. ENTERPRISES, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

***Article I***

***Name and Principal Place of Business***

The name of the limited liability company shall be Carrie B. Enterprises, L.C., and its principal office shall be located at 3627 Douglas Road, in the City of Coconut Grove, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

***II***

***Purposes and Powers***

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise

in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statement contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **III**

#### ***Exercise of Powers***

All limited liability company powers shall be exercised by or under the authority

of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **IV**

#### ***Management***

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until a successor is elected and qualified is as follows:

Brenda Rivers  
3627 Douglas Road  
Coconut Grove, Florida 33133

#### **V**

#### ***Membership Restrictions***

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to

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DIVISION OF REVENUE  
TALLAHASSEE, FLORIDA

continue the business on unanimous consent of the remaining members.

## VI

### *Capital Contributions*

Capital contributions in the amount of One Hundred (\$100.00) Dollars cash shall be paid to the limited liability company by the three (3) members as follows:

Carrie Concessions, Inc.	Fifty percent (50%)
Brenda Rivers	Twenty-Five percent (25%)
Danielle Reid	Twenty-Five percent (25%)

Additional contributions will be made as required for investment purposes, as determined by consent of a majority of the members. Members will make contributions in proportion to percentage of ownership.

## VII

### *Profits and Losses*

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

1)	Carrie Concessions, Inc.	50%
2)	Brenda Rivers	25%
3)	Danielle Reid	25%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 30, 1999.

(b) *Losses.* All losses that occur in the operation of the limited liability company

business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

1)	Carrie Concessions, Inc.	50%
2)	Brenda Rivers	25%
3)	Danielle Reid	25%

## VIII

### *Duration*

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## IX

### *Initial Registered Office and Registered Agent*

The address of the initial registered office of the limited liability company is 145 NW Central Park Plaza, Suite 200, City of Port St. Lucie, County of St. Lucie, State of Florida, and the name of the company's initial registered agent at that address is Evert L. Simmons.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Carrie B. Enterprises, L.C.

Executed by the undersigned at Coconut Grove, Florida, on the 30 day of July 1999.

  
BRENDA RIVERS

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TALLAHASSEE, FLORIDA



## STATEMENT OF DESIGNATING REGISTERED AGENT & OFFICE

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Carrie B. Enterprises, L.C.

The name of the registered agent for Carrie B. Enterprises, L.C., is Evett L. Simmons, and the street address of the company's principal office where the agent is located is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986.

This statement is to acknowledge that, as indicated above, Carrie B. Enterprises, L.C., has appointed me, Evett L. Simmons, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.


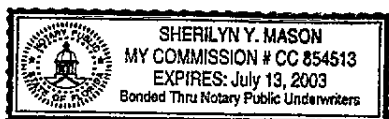
Dated August 20th, 1999.



EVETT L. SIMMONS

*State of Florida*  
*County of St. Lucie*

The foregoing instrument was acknowledged before me this 10th day of August 1999, by Evett L. Simmons, on behalf of Carrie B. Enterprises, L.C., a limited liability company. Evett L. Simmons is personally known to me.

  
Notary's Signature