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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

ABF HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
OF
ABF HOLDINGS, LLC**

The undersigned Organizers of a limited liability company organized under the Florida Limited Liability Company Act does hereby adopt the following Articles of Organization for such limited liability company.

**ARTICLE I
NAME OF THE LIMITED LIABILITY COMPANY**

The name of the limited liability company shall be ABF HOLDINGS, LLC.

**ARTICLE II
ADDRESS**

The address of the initial registered office of the limited liability company is 27 Fletcher Avenue, Sarasota, Florida 34237. The initial registered agent at such address is David Finkelstein

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office of the limited liability company is 27 Fletcher Avenue, Sarasota, Florida 34237.

**ARTICLE IV
PERIOD OF DURATION**

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall continue for a period of 30 years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

Prepared by:
Finkelstein & Associates, Attorneys and CPAs
27 Fletcher Avenue
Sarasota, Florida 34237

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**ARTICLE V
WRITTEN OPERATING AGREEMENT**

Any operating agreement entered into by the members of the limited liability company, and any amendments or reinstatements thereof shall be in writing. No oral agreement among any members or managers of the limited liability company shall be deemed or construed to constitute any portion of it, or otherwise affect the interpretation of, any written operating agreement of the limited liability company in existence and as amended from time to time.

**ARTICLE VI
MANAGEMENT**

The business and affairs of the limited liability company shall be governed by members in the manner and subject to the limitations set forth in an operating agreement. The addresses of the members are as follows:

Helena Franosz
621 Lantern Ridge Drive
Winston-Salem, NC 27104

Alexander and Maria Antoi
9117 South Christina Drive
Hickory Hills, Illinois

The actions of a member, manager, or any other person acting in any capacity other than as a manager of the limited liability company in accordance with the terms of its operating agreement shall not bind the limited liability company.

**ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company only upon unanimous consent of the members.

**ARTICLE VIII
CONTINUATION AFTER DISASSOCIATION OF A MEMBER**

The limited liability company will continue to exist after the disassociation of a member if the remaining members agree by majority vote to continue the company.

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**ARTICLE IX
CAPITALIZATION**

The following cash and/or property were or will be contributed by the following members:

Helena Francoz \$250,000
Alexander and Maria Antol \$50,000

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 27 day of AUGUST, 1999.

Organizer of ABF HOLDINGS, LLC

Maria Antol
Organizer of ABF HOLDINGS, LLC

Alexander Antol
Organizer of ABF HOLDINGS, LLC

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AFFADAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ABF HOLDINGS, LLC deposes and says:

- 1) the above named limited liability company has two members
- 2) the total amount of cash contributed by the member(s) is \$ 300,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$_____. 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 \$1050,000.
- 5) the total amounts of 2, 3 and 4 is \$450,500

David Timber

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 under the penalties of perjury that the facts stated herein are true.)

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with 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: **ABF HOLDINGS, LLC**
- 2. The name and address of the registered agent and office is:

David Finkelstein
27 Fletcher Avenue
Sarasota, Florida 34237

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 and accept the obligations of my position as registered agent.

David Finkelstein
(Signature)

8/24/99
(Date)

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