

L99000005570

**CAPITAL CONNECTION, INC.**

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

Stay-Fit Smoothees, LLC

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- 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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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION  
FOR  
STAY-FIT SMOOTHEES, L.L.C.

The undersigned, acting as the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is STAY-FIT SMOOTHEES, L.L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is organized to engage in any business or purpose permitted under the Act.

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#### ARTICLE IV

##### Principal Office

The street address and mailing address of the principal office of the Company shall be 4836 - 14<sup>th</sup> Street West, Bradenton, Florida 34207.

#### ARTICLE V

##### Registered Agent and Office

The initial registered agent for the Company shall be TASHA RITTENHOUSE, and the address of the registered agent for service of process shall be 1549 Ringling Boulevard, Suite 602, Sarasota, Florida 34236.

#### ARTICLE VI

##### Management of Business

The Company is to be managed by a manger or managers and the names and addresses of the initial managers are JOSEPH M. HAMMOND and PAUL WILLIAM HARTFORD, whose addresses are 4836 - 14<sup>TH</sup> Street West, Bradenton, Florida 34207. The qualifications for the managers shall be specified in the Regulations.

#### ARTICLE VII

##### Admission of Additional Members

Unless otherwise provided in the Regulations, additional Members may be admitted only upon written consent of all of the other Members and then only upon the terms and conditions established by the Members in the Regulations from time to time in the Members sole discretion.

## ARTICLE VIII

### Continuation of Business

The remaining Members shall have the right, upon majority vote in interest of the remaining Members, to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

## ARTICLE IX

### Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

## ARTICLE X

### Amendments

These Articles may be amended or restated from time to time as provided in the Regulations, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

## ARTICLE XI

### Regulations

Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision

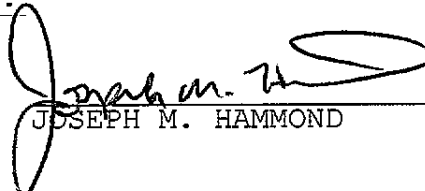
of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be vested in the manager or managers of the Company.

## ARTICLE XII

### Contracting Debts

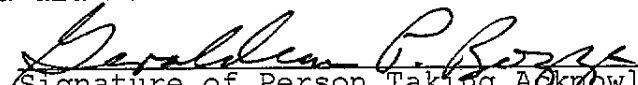
No debt shall be contracted nor liability incurred by or on behalf of the Company except as may be specified in the Regulations.

IN WITNESS WHEREOF, the undersigned organizer of STAY-FIT SMOOTHIES, L.L.C., has executed these Articles of Organization this 3<sup>rd</sup> day of September, 1999.

  
JOSEPH M. HAMMOND

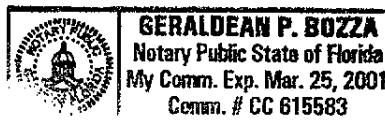
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of September, 1999 by JOSEPH M. HAMMOND who is personally known to me and did not take an oath.

  
Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped

My commission expires:



CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR STAY-FIT SMOOTHEES, L.L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
\_\_\_\_\_  
JOSHUA RITTENHOUSE

DATED: 9-3-99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MANATEE

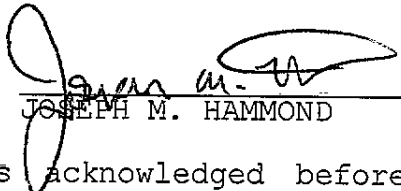
BEFORE ME, the undersigned authority, personally appeared JOSEPH M. HAMMOND, who, being first duly sworn, deposes and says that:

1. Affiant is a Member of STAY-FIT SMOOTHIES, L. L. C., and has personal knowledge of the matters set forth herein.

2. STAY-FIT SMOOTHIES, L.L.C., has at least one (1) Member.

3. The amount of current and anticipated capital contributions to the Company made or to be made by the Members is \$150,000.00, all of which shall be made in cash.

4. Further Affiant sayeth not.

  
JOSEPH M. HAMMOND

The foregoing instrument was acknowledged before me this 3rd day of September 1999 by JOSEPH M. HAMMOND who is personally known to me and who did take an oath.

  
Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped

My commission expires:

h:\G-BOZZA\CORP\ARTICLES OF ORGANIZATION.STAYFIT.LLC

