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August 18, 1999

VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: The R & R Company, LLC  
(New Registration)

200002964522--1  
-08/19/99-01062--005  
\*\*\*\*285.00 \*\*\*\*285.00

200002964522--1  
-08/19/99-01062--006  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

W99-19534

Dear Madam/Sir:

Enclosed for filing, please find the following documents on behalf The R & R Company, LLC:

- ▶ Articles of Organization of The R & R Company, LLC
- ▶ Affidavit of Membership and Contributions
- ▶ Certificate of Designation of Registered Office/Registered Agent

Additionally, enclosed please find a check in the amount of \$285.00 for the standard filing fee, as well as a check in the amount of \$52.50 for a certified copy. Please send the certified copy to the address as listed above.

Thank you for your attention and cooperation in regard to the foregoing.

Sincerely,

R. David de Armas

RDA\tal  
Enclosures

90 SEP 22 AM 9:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

mtm

9/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 24, 1999

GEORGE, HARTZ, LUNDEEN, FLAGO ET AL  
STE 150  
1560 ORANGE AVE  
WINTER PARK, FL 32789

SUBJECT: THE R & R COMPANY, LLC  
Ref. Number: W99000019534

We have received your document for THE R & R COMPANY, LLC and your check(s) totaling \$337.50. 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: 899A00042372

**ARTICLES OF ORGANIZATION  
OF  
THE DELPERKS COMPANY, LLC**

The undersigned, acting as Manager of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a Limited Liability Company for profit under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I: NAME**

The name of this Limited Liability Company shall be: The DelPerks Company, LLC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office and mailing address of this Limited Liability Company shall be located at 118 West Orange Street, Altamonte Springs, Florida 32714.

**ARTICLE III: DURATION**

The Limited Liability Company's period of duration is perpetual.

**ARTICLE IV: INITIAL REGISTERED OFFICE/ AGENT**

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 118 West Orange Street, Altamonte Springs, Florida 32714. The name of the initial registered agent of this Limited Liability Company at that address is Russell Goldberg.

**ARTICLE V: MANAGEMENT**

This Limited Liability Company is managed by Russell Goldberg whose address is 118 West Orange Street, Altamonte Springs, Florida 32714. The members reserve the right to change management at any time, with or without cause.


## **ARTICLE VI: ADDITIONAL MEMBERS**

New members of this Limited Liability Company may only be admitted by the unanimous consent of the existing members. A member of this Limited Liability Company is prohibited from transferring his/her interest in this Limited Liability Company to any third party or parties, unless the other members unanimously agree to the transfer. However, in the event of the death of any member, that member's interest shall be transferred in accordance with the terms of the separate agreement entitled "Membership Agreement For The DelPerks Company, LLC".

## **ARTICLE VII: DISSOLUTION**

Unless the existing members of this Limited Liability Company unanimously agree to the contrary, upon the death, insanity, bankruptcy, retirement, resignation or expulsion of any member or the occurrence of any other event which terminates the continued membership of any member, this Limited Liability Company is not to be dissolved.

IN WITNESS WHEREOF, the undersigned manager/authorized representative has made and subscribed these Articles of Organization this 16<sup>th</sup> day of September, 1999.

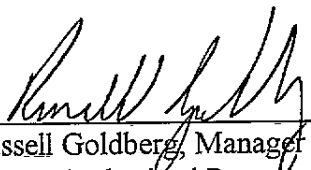
  
\_\_\_\_\_  
Russell Goldberg  
Manager and Authorized Representative  
of the Members

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

COMES NOW, the undersigned ("Affiant"), who, being first duly sworn, deposes and says:

1. Affiant is over 18 years of age, and has personal knowledge of the facts set forth in this affidavit and knows them to be true and correct.
2. Affiant is the authorized representative of the members of The DelPerks Company, LLC.
3. The DelPerks Company, LLC has at least two members.
4. The total amount of cash initially contributed by the members is One Thousand Dollars (\$1,000.00), with equal contributions from each of the members.
5. The total amount of property other than cash contributed by the members is Zero Dollars (\$0.00) at this time.
6. The total amount of additional property and/or cash anticipated at this time to be contributed by the members in the future is Zero Dollars (\$0.00).

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
Russell Goldberg, Manager and  
Authorized Representative  
of the Members

COUNTY OF ORANGE  
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of September, 1999, by Russell Goldberg who is personally known to me or who has produced FL Drivers # G-431-72068-137-8 as identification and who did not take an oath. WITNESS my hand and official seal in the County and State aforesaid.

NOTARY PUBLIC EXPIRATION DATE:

  
\_\_\_\_\_  
NOTARY PUBLIC



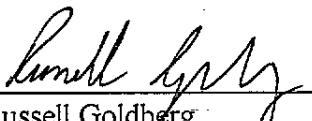
My Commission Expires: 5/30/2002

**CERTIFICATE OF DESIGNATION OF  
REGISTERED OFFICE/ REGISTERED AGENT**

1. Pursuant to the provisions of Section 608.415 or 608.507, of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/ registered agent, in the State of Florida.
2. The name of the Limited Liability Company is The DelPerks Company, LLC.
3. The name and address of the registered agent and office is:

Russell Goldberg  
118 West Orange Street  
Altamonte Springs, Florida 32714.

4. Having been named as registered agent and designated to accept service of process for the above stated Limited Liability Company at the place designated above, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

  
\_\_\_\_\_  
Russell Goldberg  
Registered Agent/ Manager  
The DelPerks Company, LLC

Date: 9/16/99