

L99000006741

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.  
ATTORNEYS AT LAW

712 S. OREGON AVENUE  
TAMPA, FLORIDA 33606

MICHAEL R. CAREY  
DOUGLAS P. MANSON  
RANDALL P. MUELLER  
ANDREW M. O'MALLEY  
JANE ELLEN VINCI  
DANIEL D. WHITAKER

October 6, 1999

TELEPHONE: (813) 250-0577  
FACSIMILE: (813) 250-9898  
E-MAIL: cowmpa@aol.com

FEDERAL EXPRESS

Corporate Records Bureau  
Division of Limited Partnerships  
Attention: New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

200003008852--8  
-10/07/99--01081--011  
\*\*\*\*346.25 \*\*\*\*160.00

Re: HD Cocoa, LLC

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Organization of HD Cocoa, LLC, together with an original and one copy of an Affidavit of Membership and Contributions. Please file the originals and certify and return a copy to the undersigned.

Also enclosed is our firm's check in the amount of \$346.25, to cover the following costs:

1.	Filing Fee:	\$250.00
2.	Designation of Registered Agent:	35.00
3.	Certified copy of Charter:	52.50
4.	Status Certificate:	8.75
	Total:	\$346.25

If you have any questions, please do not hesitate to call me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.  
Attorneys at Law

Andrew M. O'Malley

L99-6741

Name	10-15
Availability	
Signature	
Initials	
Other	
Remarks	
By P. Verker	

AMO:sd  
Enclosures  
cc: HD Cocoa, LLC

FILED  
OCT 7 PM 5:00  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**HD COCOA, LLC**

FILED  
20 OCT -7 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the limited liability company shall be HD Cocoa, LLC, and its principal place of business and its mailing address shall be Suite 125, 4427 West Kennedy Boulevard, in the City of Tampa, County of Hillsborough, State of Florida 33609.

**ARTICLE II**

**PURPOSES AND POWERS**

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

1. To engage in any activity or business authorized under the Florida Statutes.
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 herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, and 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 the 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 thereof, 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 herein, 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 objectives, or the furtherance of any of the powers herein set forth, 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.

7. 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 statements 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### DURATION

This limited liability company shall exist for fifty (50) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### ARTICLE IV

#### PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at Suite 125, 4427 West Kennedy Boulevard, in the City of Tampa, County of Hillsborough, State of Florida 33609.

FILED  
09 OCT -7 PM 5:00  
SECRETARY OF STATE  
TAMPA, FLORIDA

FILED  
99 OCT -7 PM 5:00  
SECRETARY OF STATE  
TAMPA, FLORIDA

**ARTICLE V**  
**MANAGEMENT**

The limited liability company is to be managed by a manager or managers and the name and address of such manager of the company is:

<b>NAME</b>	<b>ADDRESS</b>
Hamilton E. Hunt, Jr.	Suite 125, 4427 West Kennedy Boulevard Tampa, Florida 33609
Bradford G. Douglas	Suite 125, 4427 West Kennedy Boulevard Tampa, Florida 33609

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The Florida street address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., 712 South Oregon Avenue, City of Tampa, County of Hillsborough, State of Florida 33606, and the name of its initial registered agent at such address is Andrew M. O'Malley.

**ARTICLE VII**  
**ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit new members only 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 the members.

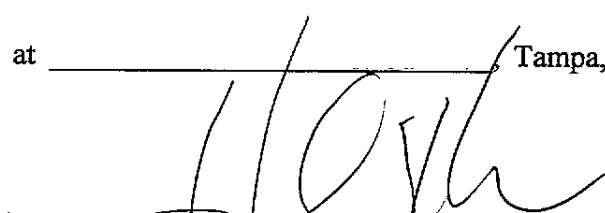
**ARTICLE VIII**  
**MEMBERS RIGHT TO CONTINUE BUSINESS**

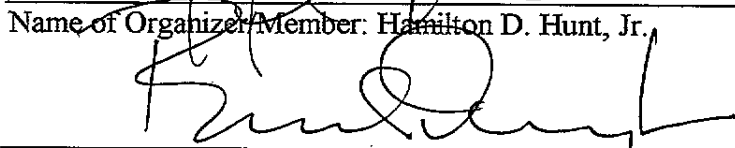
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the

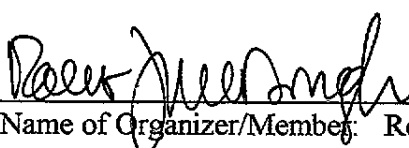
limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of HD Cocoa, LLC.

Executed by the undersigned at \_\_\_\_\_, Tampa, Florida on September 25, 1999.

  
Name of Organizer/Member: Hamilton D. Hunt, Jr.

  
Name of Organizer/Member: Bradford G. Douglas


  
Name of Organizer/Member: Robert J. McDonaugh

NOTARY PUBLIC - STATE OF FLORIDA  
LISA L. ESQUIA  
COMMISSION # CC627206  
EXPIRES 3/5/2001  
BONDED THRU ASA 1-888-NOTARY1

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

Before me personally appeared Hamilton E. Hunt, Jr., one of the organizer/members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25th day of September, 1999.

  
Type, Print or Stamp Name of Notary Lisa L. Esquia

Personally Known ☒

or Produced Identification ☐

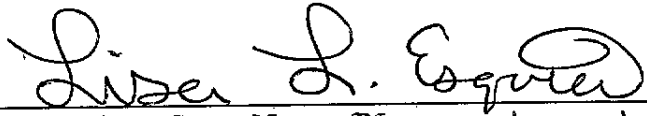
Type of Identification Produced \_\_\_\_\_

FILED  
99 OCT -7 PM 5:00  
SECRETARY OF STATE  
TAMPA, FLORIDA

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

Before me personally appeared Bradford G. Douglas, one of the organizer/members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25<sup>th</sup> day of September, 1999.



Type, Print or Stamp Name of Notary Lisa L. Esquia

Personally Known ☒

or Produced Identification ☐

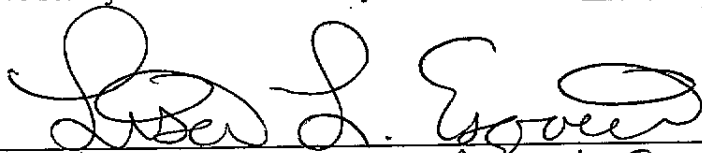
Type of Identification Produced \_\_\_\_\_

NOTARY PUBLIC - STATE OF FLORIDA  
LISA L. ESQUIA  
COMMISSION # CC627206  
EXPIRES 3/5/2001  
BONDED THRU ASA 1-888-NOTARY1

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

Before me personally appeared Robert J. McDonough, one of the organizer/members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25<sup>th</sup> day of September, 1999.



Type, Print or Stamp Name of Notary Lisa L. Esquia

Personally Known ☒

or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

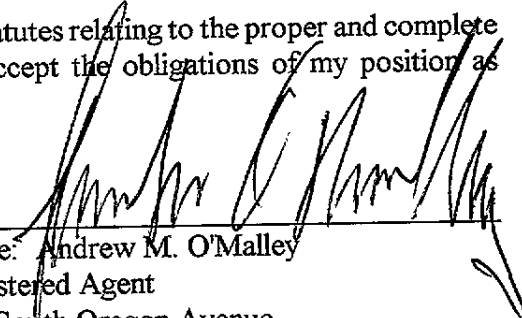
NOTARY PUBLIC - STATE OF FLORIDA  
LISA L. ESQUIA  
COMMISSION # CC627206  
EXPIRES 3/5/2001  
BONDED THRU ASA 1-888-NOTARY1

FILED  
99 OCT -7 PM 5:00  
SECRETARY OF STATE  
TAMM BLDG  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Articles of Organization of HD Cocoa, LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article VI, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.



Name: Andrew M. O'Malley  
Registered Agent  
712 South Oregon Avenue  
Tampa, Florida 33606

CA20-HD-Cocoa-AO

FILED  
09 OCT -7 PM 5:00  
SECRETARY OF STATE  
TAMPA, FLORIDA