

Division of Corporations

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L99000007493

Florida Department of State

Division of Corporations

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Division of Corporations
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Account Name : J. STEPHEN CRAWFORD, CHARTERED
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LIMITED LIABILITY COMPANY

The Foam Depot, LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 4, 1999

J. STEPHEN CRAWFORD, CHARTERED

SUBJECT: THE FOAM DEPOT, L.L.C.
REF: W99000025530

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The electronically filed document must include the preparer's in the lower left hand corner of the first page of the document not the cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the page with the Affidavit of Membership and Contributions.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000027550
Letter Number: 699A00053365

Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
THE FOAM DEPOT, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be The Foam Depot, L.L.C. ("Company").

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company shall be 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

**ARTICLE III
DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are Euro-American Financial Services, Inc., a Florida corporation.

**ARTICLE V
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer such member's interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the

J. STEPHEN CRAWFORD, ESQ.
28000 Spanish Wells Boulevard
Bonita Springs, FL 34135
(941) 949-1818
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Company other than the member proposing to dispose of such member's interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member or members.

ARTICLE VII MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is BB International of Naples, Inc., a Florida corporation, of 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on October 29, 1999.

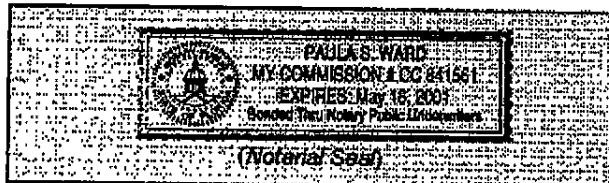
BB INTERNATIONAL OF NAPLES, INC.

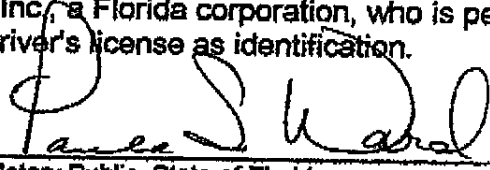
By: 

Klaus Buetow, President

State of Florida
County of Lee

SUBSCRIBED AND SWORN TO before me on October 29, 1999, by Klaus Buetow, President of BB International of Naples, Inc., a Florida corporation, who is personally known to me or who produced a Florida driver's license as identification.




Notary Public, State of Florida
Name: Paula S. Ward
Commission No.: CC-841521
Expiration Date: 5-18-01

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

THE FOAM DEPOT, L.L.C.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

The Foam Depot, L.L.C., a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

1. The name of the limited liability company is The Foam Depot, L.L.C.
2. The name and address of the registered agent and office are:

Euro-American Financial Services, Inc.

28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135

The undersigned, being the person named in the articles of organization of The Foam Depot, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the position of registered agent.

Euro-American Financial Services, Inc.

By: 
James W. Amburn, President

Date: October 29, 1999.

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