

L99000008226
ST. ARNOLD & STEARN
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

James R. Stearns, Esq.

Kim L. Kaszuba, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

November 11, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200003044082--8
-11/15/99-01088-009
****285.00 ****125.00

w99-26351

RE: HI/LO, LLC

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Organization and Acceptance by Registered Agent on behalf of the referenced limited liability company. Also enclosed is our check in the amount of \$285.00 for the filing fee. Please return a copy of the filed Articles of Organization to my office.

Thank you for your kind assistance.

Sincerely,

Jack R. St. Arnold

JRS/jk
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtk
11/30



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 1999

ST. ARNOLD & STEARNS
1370 PINEHURST RD.
DUNEDIN, FL 34698

SUBJECT: HI/LO, LLC.
Ref. Number: W99000026351

We have received your document for HI/LO, LLC. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 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: 699A00054978

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

1. Name of LLC:

The name of the limited liability company is HI/LO, LLC.

2. Street Address of LLC:

The street address of the registered office in Florida is 402 Tampa Road, Ozona, Pinellas County, Florida 34660.

3. Registered Agents:

3.1 Name of Registered Agent:

The name of the registered agent for service of process in Florida is Jack R. St. Arnold, Esquire.

3.2 Address of Registered Agent:

The address of the registered agent for service of process is 1370 Pinehurst Road, Dunedin, Pinellas County, Florida 34698.

3.3 Status of Registered Agent:

The registered agent is:

- An individual resident of Florida
- A domestic corporation
- A foreign corporation authorized to do business within Florida
- A domestic limited liability company
- A foreign limited liability company authorized to do business within Florida

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4. Name and Address of Each Organizer:

The name and business address of each organizer is RONALD S. DEFERRARI, P.O. Box 28, Ozona, Pinellas County, Florida.

5. Perpetual Duration:

The period of duration of HI/LO, LLC is perpetual.

6. Form of Management: Member-Managed:

The management of HI/LO, LLC shall be vested in the members. The name and street addresses of the members are:

RONALD S. DEFERRARI
P.O. Box 28
Ozona, FL 34660

7.1 Option: Voting:

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

7.2 Option: Company Actions:

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

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7.3 Option: Indemnification:

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

- (1) Any breach of his or her duty of loyalty to the company or to its members;
- (2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional as those terms are defined at law;
- (3) A transaction in which the manager benefits to the detriment of the company or its members.
- (4) An action for which the manager is liable at law and for which an indemnification is not allowed.

8. Purpose:

HI/LO, LLC has been formed for the following purposes: to conduct or promote any lawful business or purpose permitted by the laws of Florida, including, but not limited to, the following:

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To manufacture, buy, sell and generally deal in good, wares and merchandise of every class and description;

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(d) To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage;

(e) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;

(f) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

9. Right to Continue Business:

In the event of 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 HI/LO, LLC, the remaining members have the right under the operating agreement to continue the business of HI/LO, LLC.

10. Treatment as Partnership:

HI/LO, LLC is intended to be treated as a partnership for purposes of federal income taxation.

11. Certificate of Membership; Transferability of Certificate:

A member's interest in HI/LO, LLC may be evidenced by a certificate of membership interest signed by RONALD S. DEFERRARI, which may be assigned or transferred. The right to assign or transfer a member's interest in HI/LO, LLC is limited by the provision of Article XI, Paragraph C of the Regulations.

12. Additional Members:

Member(s) shall not be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

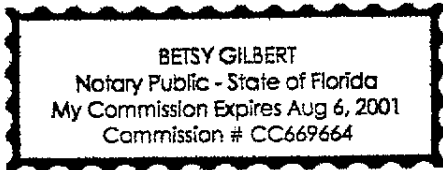
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand on this ____ day of October 1999.

Ronald S. Deferrari
RONALD S. DEFERRARI

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization of Limited Liability Company were acknowledged before me this 29th day of October, 1999, by RONALD S. DEFERRARI, who is personally known to me or who produced _____ as identification, and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes herein expressed.



NOTARY PUBLIC:

SIGN Betsy Gilbert
PRINT Betsy Gilbert
State of Florida (at Large)
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above-stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

JACK R. ST. ARNOLD
JACK R. ST. ARNOLD, ESQUIRE