

M97000000295

R B R, L.L.C.
The Gulf Coast Coffee Merchants
14110 Perdido Key Drive Unit 101
Pensacola, Fl. 32507
(904) 492-2704

May 2, 1997

Florida Department of State
Sandra B. Mortham
Secretary of State

Re: Application to register a foreign limited liability company to
transact business in Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 5:59

100002169211--5

-05/07/97--01049--001

****148.75 ****148.75

Please find enclosed:

- (1) The completed application of R B R, L.L.C. to register and transact business in Florida.
- (2) The original certificate of existence (Articles of Organization of R B R, L.L.C.). Filed with the State of Alabama on April 29, 1997.
- (3) The completed certificate of designation of registered agent, in the state of Florida.
- (4) The completed affidavit of membership and contributions of R B R, L.L.C.
- (5) A check in the amount of \$148.75 to cover the following cost:

\$52.50 for Filing Fee

\$52.50 for Affidavit of Membership and Contributions

\$35.00 for Designation of Registered Agent

\$ 8.75 for a certificate of status

100002193091--1

-05/28/97--01030--009

****145.00 ****145.00

Thank-You for your time.

M97-295-
10523

Name	OR
Availability	OR
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgement	OR
W. P. Verity	OR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

RBR, L.L.C.
14110 PERDIDO KEY DRIVE
PENSACOLA, FL 32507

SUBJECT: R B R, L.L.C.
Ref. Number: W97000010541

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 3:59

We have received your document for R B R, L.L.C. and check(s) totaling \$148.75 of which \$148.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$136.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

On line #2 the jurisdiction is needed.

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 (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 997A00024222

R B R, L.L.C.
The Gulf Coast Coffee Merchants
Unit P/1-Q/1
14110 Perdido Key Drive
Pensacola, Fl. 32507
(904) 492-2704

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 3:59

May 21, 1997

Florida Department of State
Tammi Cline
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Application to register a foreign limited liability company to
transact business in Florida.

Ref. Number: W9700010541

Dear Tammi:

Per your letter dated May 7, and our conversation this morning
please find:

- (1) The completed application of R B R, L.L.C. to register
and transact business in Florida.
- (2) The certificate of existence (Articles of Organization of
R B R, L.L.C.). Filed with the State of Alabama on April
29, 1997. Original lost in mail, copy acceptable per
Tammi Cline and Supervisor. Re: phone conversation,
8:40 a.m. 5/20/97.
- (3) The completed certificate of designation of registered
agent, in the state of Florida.
- (4) The completed affidavit of membership and contributions of
R B R, L.L.C.

- (5) A check in the amount of \$145.00 to cover the following cost the additional amount due as per your letter (Letter Number: 997A0024222)

Previously paid \$148.75
due this check \$136.25

included in this check for certificate of status- \$8

- (6) The resolution adopting a alternate name to be used in the state of Florida.

- (7) A copy of your Letter Number: 997A00024222, dated May 7, 1997

Please also note the addition of "Unit P/1, Q/1" to our mailing address. I believe the absence of this may have resulted in the previous correspondence being lost in the mail.

Thank-You for your time. Your help is greatly appreciated.

Sincerely,



Rita Logan, Manager
RBR, BeanHeads, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 23 PM 3:45 '97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

RBR, L.L.C.
14110 PERDIDO KEY DRIVE
PENSACOLA, FL 32507

SUBJECT: R B R, L.L.C.
Ref. Number: W97000010541

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 3:59

We have received your document for R B R, L.L.C. and check(s) totaling \$148.75 of which \$148.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$136.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

On line #2 the jurisdiction is needed.

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 (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 997A00024222

RBR, BeanHeads, L.L.C.
DBA: The Gulf Coast Coffee Merchants
Unit P/1, Q/1
14110 Perdido Key Drive
Pensacola, Fl. 32507
(904) 492-2704

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 3:59

RESOLUTION

Be it resolved that the Limited Liability Company know as RBR, L.L.C. has chosen the alternate name of RBR, BeanHeads, L.L.C., for use in the State of Florida. This in accordance with the majority vote, this 20th Day of May 1997.

Rita Logan, Manager



RBR, BeanHeads, L.L.C.
Unit P/1, Q/1
14110 Perdido Key Drive
Pensacola, Fl. 32507

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

97 MAY 23 PM 3:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. BBB, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)

2. Alabama 3. 59-3442618
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 29, 1997 5. 50 years 2047
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

6. 5-15-97
(Date first transacted business in Florida. (See Sections 608.501, 608.502, and 817.155, F.S.))

7. 14110 Perdido Key Dr.
Pensacola, Fla 32507
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Randall B. Phillips</u>	<u>MGRM</u>	_____	_____
<u>29810 Perdido Gate</u>		_____	
<u>Orange Beach, AL 36561</u>		_____	
<u>Rita A. Logan</u>	<u>MGRM</u>	_____	_____
<u>P.O. Box 4307</u>		_____	
<u>Gulf Shores, AL 36547</u>		_____	
<u>Bobby L. Logan</u>	<u>MGRM</u>	_____	_____
<u>P.O. Box 4307</u>		_____	
<u>Gulf Shores AL 36547</u>		_____	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 3:59

The undersigned member or authorized representative of a member of R B R, L. L. C.
_____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ —
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 15,000.
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 25,000.

Richard B. Phillips Richard B. Phillips

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

R B R, L.L.C.

2. The name and address of the registered agent and office is:

RANDALL B. PHILLIPS
(Name)

14100 Perdido Key Dr.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

PENSACOLA, Fla. 32507
(City/State/Zip)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 3:59

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

Randall B. Phillips
(Signature)
Randall B. Phillips

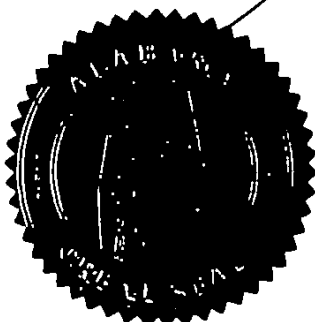
S-297
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

articles of organization for R B R, L.L.C., were filed in the office of the Judge of Probate of Baldwin County on April 29, 1997; that a report of a limited liability company was filed in the office of the Secretary of State of Alabama on May 2, 1997. I further certify that the records do not disclose that said R B R, L.L.C. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 22, 1997

Date

Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State