

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ARTHUR NADEL,
SCOOP CAPITAL, LLC,
SCOOP MANAGEMENT, INC.,

Defendants,

CASE NO.: 8:09-cv-0087-T-26TBM

SCOOP REAL ESTATE, L.P.,
VALHALLA INVESTMENT PARTNERS, L.P.,
VALHALLA MANAGEMENT, INC.,
VICTORY FUND, LTD,
VIKING IRA FUND, LLC,
VIKING FUND, LLC, AND
VIKING MANAGEMENT, LLC.

Relief Defendants.

**RECEIVER'S DECLARATION IN SUPPORT OF THE FOURTH
UNOPPOSED MOTION TO EXPAND THE SCOPE OF RECEIVERSHIP**

Burton W. Wiand declares as follows:

1. I am an attorney with Fowler White Boggs P.A. ("Fowler White") in Tampa, Florida.
2. In the January 21, 2009, Order Appointing Receiver (Doc. 8), the Court appointed me Receiver over (a) defendants Scoop Capital, LLC ("Scoop Capital") and Scoop Management, Inc. ("Scoop Management") and (b) relief defendants Scoop Real Estate, L.P.; Valhalla Investment Partners, L.P.; Valhalla Management, Inc.; Victory IRA Fund, Ltd.;

Victory Fund, Ltd.; Viking IRA Fund, LLC; Viking Fund, LLC; and Viking Management (Scoop Real Estate, Valhalla Investment, Victory IRA, Victory Fund, Viking IRA, and Viking Fund are collectively referred to as the “Hedge Funds;” Scoop Capital, Scoop Management, Valhalla Management, and Viking Management are collectively referred to as the “Investment Managers.”).

3. In a January 27, 2009, Order (Doc. 17), the Court also appointed me Receiver over Venice Jet Center, LLC, and Tradewind, LLC.

4. In a February 11, 2009 Order (Doc. 44), the Court also appointed me Receiver over Laurel Mountain Preserve, LLC; Laurel Preserve, LLC; the Marguerite J. Nadel Revocable Trust UAD 8/2/07; and the Laurel Mountain Preserve Homeowners Association, Inc.

5. In a March 9, 2009, Order (Doc. 68), the Court also appointed me Receiver over the Guy-Nadel Foundation, Inc. All of the entities in receivership are referred to collectively as the “Receivership Entities.”

6. Since my appointment as Receiver, I and professionals that I have retained (including lawyers and an accountant) have continued our investigation, which has included communicating with people associated with Nadel and/or the Receivership Entities and persons responsible for maintaining the financial books of Receivership Entities and of other businesses controlled by Nadel; operating other businesses controlled by Nadel or for assisting those businesses with their transactions; performing accounting services; and administering the Hedge Funds.

7. We have also reviewed documents located in the offices of the Hedge Funds and Investment Managers (the “Office”) (located at 1618 Main Street, Sarasota, Florida 34236); documents obtained from the accountant for Receivership Entities; information stored on Receivership Entities’ computer network; documents obtained from other businesses controlled by Nadel; documents obtained from financial institutions and other third parties, including lawyers and others who assisted Nadel’s businesses with their transactions; and information available in the public record.

The Fraudulent Investment Scheme

8. On January 26, 2009, I submitted the Receiver’s Declaration in Support of the Receiver’s Unopposed Motion to Expand the Scope of Receivership (the “Receiver’s January Declaration”) (Doc. 16).

9. As shown in the Receiver’s January Declaration and in Plaintiff’s Emergency Motion and Memorandum of Law in Support of Temporary Restraining Order and Other Emergency Relief (the “SEC Emergency Motion”) (Doc. 2) and supporting papers, Nadel defrauded investors in the six Hedge Funds from at least 2003 (and likely earlier) through the time he fled in January 2009 by “massively overstating the value of investors’ interests in them.” (SEC Emerg. Mot. at 2, 6.) Specifically, from at least 2003 through 2008, the value of the Hedge Funds as represented to investors was significantly overstated. The investment returns and performance as represented to investors were based on the overstated numbers and thus were also false.

10. As shown by the SEC, Nadel defrauded investors through his control of the Hedge Funds’ advisers and managers, Scoop Capital and Scoop Management, which are now

in receivership. (*Id.* at 4-6.) Through those entities, Nadel was ultimately responsible for controlling the Hedge Funds' investment activities.

11. Evidence also showed that the Hedge Funds directly or indirectly paid substantial fees to Scoop Capital and Scoop Management, and to other Receivership Entities, in the form of management, advisory, and/or profit incentive fees. (*Id.* at 5-6.) According to the Hedge Funds' documents, in 2003 the Hedge Funds paid a total of \$7,045,509.31 in fees; in 2004, they paid \$14,156,501.17 in fees; in 2005, they paid \$20,349,897.02 fees; in 2006 they paid \$18,257,590.52 in fees; in 2007 they paid \$19,873,365.00 in fees; and in 2008 they paid \$15,854,930.76 in fees.

12. Consistent with our earlier findings, our investigation has continued to reveal information showing that additional entities over which Nadel or his wife, Marguerite "Peg" Nadel, exerted full or partial control or in which they had a full or partial interest were purchased and/or funded with money derived from Nadel's fraudulent investment scheme (the "scheme"). This occurred through direct payments from Scoop Capital or Scoop Management financial accounts.

13. This also occurred through payments from accounts held in the name of Nadel or Nadel and his wife, which accounts were funded with money from the scheme, including with the large sums of "management" and "advisory" fees that Nadel paid himself for purporting to manage money through Receivership Entities. For example, as demonstrated by the copies of checks attached as Exhibit A to the Receiver's January Declaration, in 2008 Nadel signed checks transferring at least \$1,003,500.00 from Scoop Capital to himself and his wife. Overall, to date we have uncovered at least \$14,966,000.00 that was transferred

from Scoop Capital or Scoop Management accounts into personal accounts controlled by Nadel and/or his wife between 2003 and 2009.

14. To date we have not uncovered any source of income for Nadel or his wife that was not in some manner funded with money from the scheme (whether through “management fees” or otherwise). Discussions with Nadel’s wife and others have confirmed that, during the time one or more of the Hedge Funds and Investment Managers were in operation (i.e., beginning in at least 1999), essentially all of Nadel and Mrs. Nadel’s income was derived directly from those entities.

15. As detailed in the Receiver’s January Declaration and the SEC Emergency Motion, the Hedge Funds and Investment Managers were operated as part of a fraudulent scheme from at least 2003 forward. As such, the source of Nadel and Mrs. Nadel’s income during that period was Nadel’s scheme.

16. The information gathered during our investigation shows that money derived from Nadel’s scheme was used to fund (i) a building purchased by Lime Avenue Enterprises, LLC, and (ii) the business operations of A Victorian Garden Florist, LLC (d/b/a Mr. Florist A Victorian Garden), which is a flower shop housed in that building.

Lime Avenue Enterprises, LLC, and A Victorian Garden Florist, LLC

17. Lime Avenue Enterprises, LLC (“Lime”), is a Florida limited liability company formed in August 2006 for “any and all lawful business.” (See Article III of Lime’s Articles of Incorporation, dated August 1, 2006, filed with the Florida Secretary of State and attached hereto as Exhibit A.)

18. According to the Articles of Incorporation, Mrs. Nadel initially was appointed Lime's manager. (Ex. A Art. V.) However, a 2007 annual report shows that Nadel was added as Managing Member of Lime. (See Lime's Annual Reports for the years 2007 and 2008, filed with the Florida Secretary of State and attached hereto collectively as Exhibit B.) Notably, the 2007 tax return for Lime, which was prepared in the Fall of 2008, identifies Scoop Capital – one of the Receivership Entities – as the managing member of Lime and having a 100% share of Lime's profits, losses, and capital. (See Redacted 2007 Tax Return of Lime, attached hereto as Exhibit C at 5.) Lime's principal address is the Office. (Ex. C at 1, 5.)

19. Lime owns a building located at 599 North Lime Avenue, Sarasota, Florida 34237 (the "Lime Building"). (Ex. C at 8.) The Lime Building is described as a "commercial building used as a flower shop." (Ex. C at 8.)

20. Lime purchased the Lime Building in August 2006. (See 2009 Detail Information for Parcel 2028-11-0017, from Sarasota County Property Appraiser website, attached hereto as Exhibit D; see also General Warranty Deed, attached hereto as Exhibit E.) The property records identify the Lime Building's address as 2258 6th Street, Sarasota, Florida 34237, which is another address for 599 N. Lime Avenue. (Ex. D.) The public records and other information we have received indicate that Lime was formed by the Nadels for the specific purpose of purchasing the Lime Building.

21. The Lime Building houses a flower shop which, according to the records we have received, is owned by a limited liability company controlled by Mrs. Nadel and funded in whole or in part with proceeds of Nadel's scheme. Specifically, the flower shop is owned

by A Victorian Garden Florist, LLC (“Victorian Garden”), which is a Florida limited liability company formed in April 2005. (See Victorian Garden’s Articles of Incorporation and subsequent Amendment, filed with the Florida Secretary of State and attached collectively hereto as **Exhibit F**.) Victorian Garden was originally formed as ELPE, LLC, on April 2005. (See Ex. F at 1.) On or about April 29, 2005, papers were filed to change its name to A Victorian Garden Florist, LLC. (See Ex. F at 2-4.) At that time, an individual named Elaine Getchius was added as a managing member of Victorian Garden, but by April 2007, Mrs. Nadel was the only member of Victorian Garden according to filings with the Florida Secretary of State. (See Victorian Garden’s Annual Reports for the years 2006, 2007, and 2008, filed with the Florida Secretary of State and attached hereto collectively as **Exhibit G**.)

22. Victorian Garden’s principal address is the Lime Building, and Mrs. Nadel is Victorian Garden’s registered agent and managing member. (Ex. F; Ex. G at 2-3.)

23. In October 2006, Victorian Garden registered the following fictitious name with the Florida Secretary of State: “Mr. Florist A Victorian Garden” (see Application for Registration of Fictitious Name, attached hereto as **Exhibit H**), and currently does business under that name (see, e.g., www.victoriangardenflorist.org).

24. The information we have gathered thus far indicates that Lime and Victorian Garden were purchased and/or funded with proceeds of the scheme.

25. Specifically, Lime’s balance sheet indicates that Nadel and Mrs. Nadel have “loaned” it \$539,000.00. (See Lime Balance Sheet, attached hereto as **Exhibit I**.)

26. According to documents located in the Office and obtained from financial institutions to date, Nadel and his wife have made at least the following transfers of money

directly to or for the benefit of Lime and/or Victorian Garden from their joint financial accounts:

| DATE | PAYEE | AMOUNT |
|------------|-------------------|---------------------|
| 5/8/2006 | Michael Saunders* | \$25,000.00 |
| 8/2/2006 | Mr. Florist** | \$200,000.00 |
| 5/3/2007 | Lime | \$15,000.00 |
| 8/23/2007 | Lime | \$10,000.00 |
| 10/10/2007 | Lime | \$5,000.00 |
| 11/19/2007 | Lime | \$15,000.00 |
| 1/2/2008 | Lime | \$10,000.00 |
| 3/3/2008 | Lime | \$10,000.00 |
| 5/7/2008 | Lime | \$15,000.00 |
| 8/12/2008 | Lime | \$10,000.00 |
| 10/13/2008 | Lime | \$2,000.00 |
| 10/21/2008 | Lime | \$7,000.00 |
| 11/19/2008 | Lime | \$10,000.00 |
| 12/23/2008 | Lime | \$5,000.00 |
| | TOTAL: | \$339,000.00 |

* According to notes on the ledger, this transfer was for: "Escrow Mr. Florist." This appears to indicate that the money was an escrow deposit relating to the Victorian Garden.

** According to notes on the ledger, this transfer was for: "Open Acct. NT." This appears to indicate that the money was used to open Victorian Garden's bank account at Northern Trust.

27. Similarly, according to documents located in the Office and obtained from financial institutions to date, Scoop Management, Inc., made at least the following transfers of money directly to or for the benefit of Lime and/or Victorian Garden:

| DATE | PAYEE | AMOUNT |
|-----------|------------------|--------------|
| 2/22/2006 | Victorian Garden | \$20,000.00 |
| 3/7/2006 | Victorian Garden | \$367.57 |
| 4/7/2006 | Victorian Garden | \$313.00 |
| 5/10/2006 | Victorian Garden | \$437.65 |
| 6/6/2006 | Victorian Garden | \$313.00 |
| 7/12/2006 | Victorian Garden | \$678.40 |
| 8/2/2006 | Victorian Garden | \$400,000.00 |

| DATE | PAYEE | AMOUNT |
|-----------|------------------|---------------------|
| 9/5/2006 | Victorian Garden | \$15,000.00 |
| 4/30/2008 | Lime | \$1,000.00 |
| | TOTAL: | \$438,109.62 |

28. Thus, Nadel, his wife, and/or Scoop Management collectively made at least 23 payments totaling **\$777,109.62** directly to or for the benefit of Lime and/or Victorian Garden.

29. According to the information that we have uncovered, at all times during the existence of Lime and Victorian Garden and the Nadel's involvement with the florist located in the Lime building, Nadel was perpetrating his scheme, from which essentially all of the Nadel's income was derived. Thus, Lime and Victorian Garden were funded with proceeds of that scheme.

I declare under the penalty of perjury that the foregoing is true and correct and is executed this 16th day of March, 2009.

A handwritten signature in dark ink, appearing to read 'Burton W. Wiand', written over a horizontal line.

Burton W. Wiand, as Receiver
c/o FOWLER WHITE BOGGS P.A.
501 E. Kennedy Blvd.
Suite 1700
Tampa, FL 33602
Tel. 813.228.7411
Fax 813.229.8313
bwiand@fowlerwhite.com

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000075652
FILED 8:00 AM
August 01, 2006
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

LIME AVENUE ENTERPRISES, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1618 MAIN STREET
SARASOTA, FL. 34236

The mailing address of the Limited Liability Company is:

1618 MAIN STREET
SARASOTA, FL. 34236

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

JOHN J SHEA
269 SOUTH OSPREY AVENUE
SUITE 100
SARASOTA, FL. 34236

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.

Registered Agent Signature: JOHN J. SHEA



Article V

The name and address of managing members/managers are:

Title: MGR
MARGUERITE NADEL
3966 COUNTRYVIEW DRIVE
SARASOTA, FL. 34233

L06000075652
FILED 8:00 AM
August 01, 2006
Sec. Of State
nculligan

Signature of member or an authorized representative of a member

Signature: JOHN J. SHEA

2007 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
Jan 03, 2007
Secretary of State

DOCUMENT# L06000075652

Entity Name: LIME AVENUE ENTERPRISES, LLC

Current Principal Place of Business:

1618 MAIN STREET
SARASOTA, FL 34236

New Principal Place of Business:

Current Mailing Address:

1618 MAIN STREET
SARASOTA, FL 34236

New Mailing Address:

FEI Number: 20-5305304

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

SHEA, JOHN J
269 SOUTH OSPREY AVENUE
SUITE 100
SARASOTA, FL 34236 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent

Date

MANAGING MEMBERS/MANAGERS:

Title: MGR () Delete
Name: NADEL, MARGUERITE
Address: 3966 COUNTRYVIEW DRIVE
City-St-Zip: SARASOTA, FL 34233

ADDITIONS/CHANGES:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: MARGUERITE NADEL

MGR

01/03/2007

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date



2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
Apr 15, 2008
Secretary of State

DOCUMENT# L06000075652

Entity Name: LIME AVENUE ENTERPRISES, LLC

Current Principal Place of Business:

1618 MAIN STREET
SARASOTA, FL 34236

New Principal Place of Business:

Current Mailing Address:

1618 MAIN STREET
SARASOTA, FL 34236

New Mailing Address:

FEI Number: 20-5305304

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

SHEA, JOHN J
269 SOUTH OSPREY AVENUE
SUITE 100
SARASOTA, FL 34236 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent

Date

MANAGING MEMBERS/MANAGERS:

Title: MGR () Delete
Name: NADEL, MARGUERITE
Address: 3966 COUNTRYVIEW DRIVE
City-St-Zip: SARASOTA, FL 34233

Title: () Delete
Name:
Address:
City-St-Zip:

ADDITIONS/CHANGES:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: MGRM () Change (X) Addition
Name: NADEL, ARTHUR
Address: 3966 COUNTRYVIEW DRIVE
City-St-Zip: SARASOTA, FL 34233

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: MARGUERITE NADEL

MGR

04/15/2008

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date

Form **1065****U.S. Return of Partnership Income**

OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For cal. year 2007, or tax year beg. , 2007, and end. , 20

2007

▶ See separate instructions.

| | | | |
|--|---|---|--|
| A Principal business activity REAL ESTATE | Use the IRS label. Otherwise, print or type. | Name, Number, street, room/suite no., City/Town, state, and ZIP code LIME AVENUE ENTERPRISES, LLC | D Employer identification no. |
| B Principal product or service LESSORS COMM | | 1618 MAIN STREET | E Date business started 08/08/2006 |
| C Business code number 531120 | | SARASOTA FL 34236-5811 | F Total assets (see the instr.) \$ 1,203,182. |

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

H Check accounting method: (1) ☒ Cash (2) ☐ Accrual (3) ☐ Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **1**

J Check if Schedule M-3 attached ☐

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

| | | | | |
|--|--|------------|-----------|------------|
| Income | 1a Gross receipts or sales | 1a | | |
| | b Less returns and allowances | 1b | | 1c |
| | 2 Cost of goods sold (Schedule A, line 8) | | | 2 |
| | 3 Gross profit. Subtract line 2 from line 1c | | | 3 |
| | 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) | | | 4 |
| | 5 Net farm profit (loss) (attach Schedule F (Form 1040)) | | | 5 |
| | 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) | | | 6 |
| | 7 Other income (loss) (attach statement) | | | 7 |
| 8 Total income (loss). Combine lines 3 through 7 | | | 8 | |
| Deductions (see the instr. for limitations) | 9 Salaries and wages (other than to partners) (less employment credits) | | | 9 |
| | 10 Guaranteed payments to partners | | | 10 |
| | 11 Repairs and maintenance | | | 11 |
| | 12 Bad debts | | | 12 |
| | 13 Rent | | | 13 |
| | 14 Taxes and licenses | | | 14 |
| | 15 Interest | | | 15 |
| | 16a Depreciation (if required, attach Form 4562) | 16a | | |
| | b Less depreciation reported on Schedule A and elsewhere on return | 16b | | 16c |
| | 17 Depletion (Do not deduct oil and gas depletion.) | | | 17 |
| | 18 Retirement plans, etc. | | | 18 |
| | 19 Employee benefit programs | | | 19 |
| | 20 Other deductions (attach statement) | | | 20 |
| | 21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20 | | | 21 |
| 22 Ordinary business income (loss) Subtract line 21 from line 8 | | | 22 | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

Sign Here ▶ Signature of general partner or limited liability co. member manager ▶ **10/14/2008** Date

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

| | | | | |
|---------------------------------|--|----------------------------------|--|------------------------|
| Paid Preparer's Use Only | Preparer's signature <i>M D Zucker</i> | Date 09/30/2008 | Check if self-employed <input checked="" type="checkbox"/> | Preparer's SSN or PTIN |
| | Firm's name (or yours if self-employed), address, and ZIP code M D ZUCKER ACCTG & TAX SVCE | EIN ▶ | | |
| | 5037 WILLOW LEAF WAY SARASOTA FL 34241-6234 | Phone no. 941-379-0003 | | |

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **1065** (2007)**EXHIBIT**

tabbies

C

Form 1065 (2007) LIME AVENUE ENTERPRISES, LLC

Page 2

Schedule A Cost of Goods Sold (see the instructions)

| | | | |
|---|---|---|--|
| 1 | Inventory at beginning of year | 1 | |
| 2 | Purchases less cost of items withdrawn for personal use | 2 | |
| 3 | Cost of labor | 3 | |
| 4 | Additional section 263A costs (attach statement) | 4 | |
| 5 | Other costs (attach statement) | 5 | |
| 6 | Total. Add lines 1 through 5 | 6 | |
| 7 | Inventory at end of year | 7 | |
| 8 | Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2 | 8 | |

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost as described in Regulations section 1.471-3

(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4

(iii) ☐ Other (specify method used and attach explanation) ▶

b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c).....▶ ☐ Yes ☐ No

c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970).....▶ ☐ Yes ☐ No

d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership?.....▶ ☐ Yes ☐ No

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory?.....▶ ☐ Yes ☐ No

If "Yes," attach explanation.

Schedule B Other Information

| | | Yes | No |
|----|--|-----|----|
| 1 | What type of entity is filing this return? Check the applicable box: | | |
| a | <input type="checkbox"/> Domestic general partnership | | |
| b | <input type="checkbox"/> Domestic limited partnership | | |
| c | <input checked="" type="checkbox"/> Domestic limited liability company | | |
| d | <input type="checkbox"/> Domestic limited liability partnership | | |
| e | <input type="checkbox"/> Foreign partnership | | |
| f | <input type="checkbox"/> Other ▶ | | |
| 2 | Are any partners in this partnership also partnerships? | X | |
| 3 | During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," see instructions for required attachment | | X |
| 4 | Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details. | | X |
| 5 | Does this partnership meet all three of the following requirements? a The partnership's total receipts for the tax year were less than \$250,000; b The partnership's total assets at the end of the tax year were less than \$600,000; and c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return. If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1. | | X |
| 6 | Does this partnership have any foreign partners? If "Yes," the partnership may have to file Forms 8804, 8805 and 8813. See the instructions..... | | X |
| 7 | Is this partnership a publicly traded partnership as defined in section 469(k)(2)? | | X |
| 8 | Has this partnership filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction? | | X |
| 9 | At any time during calendar year 2007, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country. ▶ | | X |
| 10 | During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520. See the instructions..... | | X |
| 11 | Was there a distribution of property or a transfer (for example, by sale or death) of a partnership interest during the tax year? If "Yes," you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership in the instructions | | X |
| 12 | Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return | 0 | |

Designation of Tax Matters Partner(see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

| | | | |
|-----------------------------|--|-----------------------------|--|
| Name of designated TMP ▶ | ARTHUR NADEL | Identifying number of TMP ▶ | |
| Address of designated TMP ▶ | 1618 MAIN STREET SARASOTA FL 34236-5811 | | |

Form 1065 (2007)

Form 1065 (2007) LIME AVENUE ENTERPRISES, LLC

Page 3

| Schedule K Partners' Distributive Share Items | | Total amount |
|--|---|--|
| Income (Loss) | 1 Ordinary business income (loss) (page 1, line 22) | 1 |
| | 2 Net rental real estate income (loss) (attach Form 8825) | 2 (64,810.) |
| | 3a Other gross rental income (loss) 3a | |
| | b Expenses from other rental activities (attach statement) 3b | |
| | c Other net rental income (loss). Subtract line 3b from line 3a | 3c |
| | 4 Guaranteed payments | 4 |
| | 5 Interest income | 5 |
| | 6 Dividends: a Ordinary dividends 6a | |
| | b Qualified dividends 6b | |
| | 7 Royalties | 7 |
| | 8 Net short-term capital gain (loss) (attach Schedule D (Form 1065)) | 8 |
| Deductions | 9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))..... 9a | |
| | b Collectibles (28%) gain (loss) 9b | |
| | c Unrecaptured section 1250 gain (attach statement) 9c | |
| | 10 Net section 1231 gain (loss) (attach Form 4797) | 10 |
| | 11 Other income (loss) (see instructions) Type ▶ | 11 |
| | 12 Section 179 deduction (attach Form 4562) | 12 |
| | 13a Contributions | 13a |
| | b Investment interest expense | 13b |
| | c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶ | 13c(2) |
| | d Other deductions (see instructions) Type ▶ | 13d |
| | Self-Employment | 14a Net earnings (loss) from self-employment |
| b Gross farming or fishing income | | 14b |
| c Gross nonfarm income | | 14c |
| Credits | 15a Low-income housing credit (section 42(j)(5)) | 15a |
| | b Low-income housing credit (other) | 15b |
| | c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) | 15c |
| | d Other rental real estate credits (see instructions) Type ▶ | 15d |
| | e Other rental credits (see instructions) Type ▶ | 15e |
| | f Other credits (see instructions) Type ▶ | 15f |
| Foreign Transactions | 16a Name of country or U.S. possession ▶ | |
| | b Gross income from all sources | 16b |
| | c Gross income sourced at partner level | 16c |
| | Foreign gross income sourced at partnership level | |
| | d Passive category ▶ e General category ▶ f Other ▶ | 16f |
| | Deductions allocated and apportioned at partner level | |
| | g Interest expense ▶ h Other ▶ | 16h |
| | Deductions allocated and apportioned at partnership level to foreign source income | |
| | i Passive category ▶ j General category ▶ k Other ▶ | 16k |
| | l Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/> | 16l |
| | m Reduction in taxes available for credit (attach statement) | 16m |
| n Other foreign tax information (attach statement) | | |
| Alternative Minimum Tax (AMT) Items | 17a Post-1986 depreciation adjustment | 17a |
| | b Adjusted gain or loss | 17b |
| | c Depletion (other than oil and gas) | 17c |
| | d Oil, gas, and geothermal properties - gross income | 17d |
| | e Oil, gas, and geothermal properties - deductions | 17e |
| | f Other AMT items (attach statement) | 17f |
| Other Information | 18a Tax-exempt interest income | 18a |
| | b Other tax-exempt income | 18b |
| | c Nondeductible expenses | 18c |
| | 19a Distributions of cash and marketable securities | 19a |
| | b Distributions of other property | 19b |
| | 20a Investment income | 20a |
| b Investment expenses | 20b | |
| c Other items and amounts (attach statement) | | |

Form 1065 (2007)

Form 1065 (2007) LIME AVENUE ENTERPRISES, LLC

Page 4

Analysis of Net Income (Loss)

| | | | | | | | |
|---|---------------|--------------------------|----------------------------|------------------|-------------------------|--------------------|-----------|
| 1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l | | | | | | 1 | (64,810.) |
| 2 Analysis by partner type: | (i) Corporate | (ii) Individual (active) | (iii) Individual (passive) | (iv) Partnership | (v) Exempt organization | (vi) Nominee/Other | |
| a General partners | | (64,810.) | | | | | |
| b Limited partners | | | | | | | |

Schedule L Balance Sheets per Books

| | | Beginning of tax year | | End of tax year | |
|--|----------|-----------------------|------------|-----------------|------------|
| Assets | | (a) | (b) | (c) | (d) |
| 1 Cash | | | 10,806. | | 708. |
| 2a Trade notes and accounts receivable | | | | | |
| b Less allowance for bad debts | | | | | |
| 3 Inventories | | | | | |
| 4 U.S. government obligations | | | | | |
| 5 Tax-exempt securities | | | | | |
| 6 Other current assets (attach statement) | SEE STMT | | 420,000. | | 425,864. |
| 7 Mortgage and real estate loans | | | | | |
| 8 Other investments (attach statement) | | | | | |
| 9a Buildings and other depreciable assets | | 598,523. | | 598,523. | |
| b Less accumulated depreciation | | 5,844. | 592,679. | 21,421. | 577,102. |
| 10a Depletable assets | | | | | |
| b Less accumulated depletion | | | | | |
| 11 Land (net of any amortization) | | | 199,508. | | 199,508. |
| 12a Intangible assets (amortizable only) | | | | | |
| b Less accumulated amortization | | | | | |
| 13 Other assets (attach statement) | | | | | |
| 14 Total assets | | | 1,222,993. | | 1,203,182. |
| Liabilities and Capital | | | | | |
| 15 Accounts payable | | | | | |
| 16 Mortgages, notes, bonds payable in less than 1 year | | | 11,622. | | 10,500. |
| 17 Other current liabilities (attach statement) | SEE STMT | | 427,594. | | 472,593. |
| 18 All nonrecourse loans | | | | | |
| 19 Mortgages, notes, bonds payable in 1 year or more | | | 612,665. | | 613,787. |
| 20 Other liabilities (attach statement) | | | | | |
| 21 Partners' capital accounts | | | 171,112. | | 106,302. |
| 22 Total liabilities and capital | | | 1,222,993. | | 1,203,182. |

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedules M-3 may be required instead of Schedule M-1 (see instructions)

| | | | |
|--|-----------|---|-----------|
| 1 Net income (loss) per books | (64,810.) | 6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize): | |
| 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize): | | a Tax-exempt interest \$ | |
| 3 Guaranteed payments (other than health ins.) | | 7 Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize): | |
| 4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize): | | a Depreciation \$ | |
| a Depreciation \$ | | 8 Add lines 6 and 7 | |
| b Travel/entertainment \$ | | 9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5 | (64,810.) |
| 5 Add lines 1 through 4 | (64,810.) | | |

Schedule M-2 Analysis of Partners' Capital Accounts

| | | | |
|--------------------------------|-----------|---|----------|
| 1 Balance at beginning of year | 171,112. | 6 Distributions: a Cash | |
| 2 Capital contributed: a Cash | | b Property | |
| b Property | | 7 Other decreases (itemize): | |
| 3 Net income (loss) per books | (64,810.) | | |
| 4 Other increases (itemize): | | 8 Add lines 6 and 7 | |
| 5 Add lines 1 through 4 | 106,302. | 9 Balance at end of year. Subtract line 8 from line 5 | 106,302. |

Form 1065 (2007)

651107

2007

☐ Final K-1☐ Amended K-1

OMB No. 1545-0099

**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax

year beginning JAN 01, 2007ending DEC 31, 2007**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See separate instructions.

**Partner's Share of Current Year Income,
Deductions, Credits, and Other Items****Information About the Partnership**

| | |
|---|---|
| A | Partnership's employer identification number |
| B | Partnership's name, address, city, state, and ZIP code <u>LIME AVENUE ENTERPRISES, LLC</u> <u>1618 MAIN STREET</u> <u>SARASOTA FL 34236-5811</u> |
| C | IRS Center where partnership filed return <u>OGDEN UT</u> |
| D | <input type="checkbox"/> Check if this is a publicly traded partnership (PTP) |

Information About the Partner

| E | Partner's identifying number | | | | | | | | | | | | |
|---------|---|-----------|-----------|--------|--------|-----------|-----------|------|-----------|-----------|---------|-----------|-----------|
| F | Partner's name, address, city, state, and ZIP code <u>SCOOP CAPITAL, LLC</u> <u>1618 MAIN STREET</u> <u>SARASOTA FL 34236-5811</u> | | | | | | | | | | | | |
| G | <input checked="" type="checkbox"/> General partner or LLC member-manager <input type="checkbox"/> Limited partner or other LLC member | | | | | | | | | | | | |
| H | <input type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner | | | | | | | | | | | | |
| I | What type of entity is this partner? <u>LLC</u> | | | | | | | | | | | | |
| J | Partner's share of profit, loss, and capital: <table border="1"> <thead> <tr> <th></th> <th>Beginning</th> <th>Ending</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td>100.000 %</td> <td>100.000 %</td> </tr> <tr> <td>Loss</td> <td>100.000 %</td> <td>100.000 %</td> </tr> <tr> <td>Capital</td> <td>100.000 %</td> <td>100.000 %</td> </tr> </tbody> </table> | | Beginning | Ending | Profit | 100.000 % | 100.000 % | Loss | 100.000 % | 100.000 % | Capital | 100.000 % | 100.000 % |
| | Beginning | Ending | | | | | | | | | | | |
| Profit | 100.000 % | 100.000 % | | | | | | | | | | | |
| Loss | 100.000 % | 100.000 % | | | | | | | | | | | |
| Capital | 100.000 % | 100.000 % | | | | | | | | | | | |
| K | Partner's share of liabilities at year end: Nonrecourse\$ Qualified nonrecourse financing\$ Recourse\$ | | | | | | | | | | | | |
| L | Partner's capital account analysis: Beginning capital account\$ <u>171,112.</u> Capital contributed during the year\$ Current year increase (decrease).....\$ <u>(64,810.)</u> Withdrawals & distributions\$ <u>()</u> Ending capital account\$ <u>106,302.</u> <input type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain) | | | | | | | | | | | | |

| | | | |
|----|--|----|--------------------------------------|
| 1 | Ordinary business income (loss) | 15 | Credits |
| 2 | Net rental real estate income (loss) <u>(64,810.)</u> | | |
| 3 | Other net rental income (loss) | 16 | Foreign transactions |
| 4 | Guaranteed payments | | |
| 5 | Interest income | | |
| 6a | Ordinary dividends | | |
| 6b | Qualified dividends | | |
| 7 | Royalties | | |
| 8 | Net short-term capital gain (loss) | | |
| 9a | Net long-term capital gain (loss) | 17 | Alternative minimum tax (AMT) items |
| 9b | Collectibles (28%) gain (loss) | | |
| 9c | Unrecaptured section 1250 gain | | |
| 10 | Net section 1231 gain (loss) | 18 | Tax-exempt inc. & nondeductible exp. |
| 11 | Other income (loss) | | |
| | | | |
| | | 19 | Distributions |
| 12 | Section 179 deduction | | |
| 13 | Other deductions | 20 | Other information |
| | | | |
| 14 | Self-employment earnings (loss) | | |
| | | | |

*See attached statement for additional information.

For IRS Use Only

For Paperwork Reduction Act Notice, see Instructions for Form 1065.

Schedule K-1 (Form 1065) 2007

Form **4562**Department of the Treasury
Internal Revenue Service**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No. 1545-0172

2007Attachment
Sequence No. **67**

Name(s) shown on return

LIME AVENUE ENTERPRISES, LLC

Business or activity to which this form relates

OWNER & LESSOR OF REAL ESTATE

Identifying number

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

| | | | |
|---|---|---|----------|
| 1 | Maximum amount. See the instructions for a higher limit for certain businesses | 1 | 125,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation | 3 | 500,000. |
| 4 | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |

| (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|-----------------------------|--|------------------|
| 6 | | |
| 7 | Listed property. Enter the amount from line 29 | 7 |
| 8 | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 |
| 9 | Tentative deduction. Enter the smaller of line 5 or line 8 | 9 |
| 10 | Carryover of disallowed deduction from line 13 of your 2006 Form 4562 | 10 |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 |
| 13 | Carryover of disallowed deduction to 2008. Add lines 9 and 10, less line 12 | 13 |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

| | | |
|----|--|----|
| 14 | Special allowance for qualified New York Liberty or Gulf Opportunity Zone property (other than listed property) and cellulosic biomass ethanol plant property placed in service during the tax year (see instructions) | 14 |
| 15 | Property subject to section 168(f)(1) election | 15 |
| 16 | Other depreciation (including ACRS) | 16 |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

| | | | |
|----|---|----|---------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2007 | 17 | 15,577. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here | | |

Section B-Assets Placed in Service During 2007 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depr. (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|---|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs. | | S/L | |
| h Residential rental property | | | 27.5 yrs. | MM | S/L | |
| | | | 27.5 yrs. | MM | S/L | |
| i Nonresidential real property | | | 39 yrs. | MM | S/L | |
| | | | | MM | S/L | |

Section C-Assets Placed in Service During 2007 Tax Year Using the Alternative Depreciation System

| | | | | | |
|----------------|--|--|---------|-----|-----|
| 20a Class life | | | | S/L | |
| b 12-year | | | 12 yrs. | S/L | |
| c 40-year | | | 40 yrs. | MM | S/L |

Part IV Summary (see instructions)

| | | | |
|----|--|----|---------|
| 21 | Listed property. Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions | 22 | 15,577. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2007)

Page: 1

2007 ASSET DETAIL REPORT

| Description | Date | Acqd | Cost | Bus. Use | 179+ Spec. | Basis | Method | Per. | Rec. | Prior | Current | Next | Prior | Current | Gain/ | Sales | Date |
|--|------|--------|------|----------|------------|--------|--------|------|------|-------|---------|-------|-------|---------|-------|-------|------|
| | | | | | | | | | | Depr. | Depr. | Year | AMT | AMT | Price | Price | Sold |
| Form: OWNER & LESSOR OF REAL ESTATE | | | | | | | | | | | | | | | | | |
| Rental Property: N/A | | | | | | | | | | | | | | | | | |
| Depreciation Class: Real property nonresidential | | | | | | | | | | | | | | | | | |
| In Service Year: 2006 | | | | | | | | | | | | | | | | | |
| COMMERCIAL R 08/06 | | 810031 | 100 | | | 607523 | MACRS | 39.0 | MM | 5844 | 15577 | 15577 | 5844 | 15577 | | | |
| Form Totals: | | 810031 | | | | 607523 | | | | 5844 | 15577 | 15577 | 5844 | 15577 | | | |

Form **8825**
(Rev. December 2006)**Rental Real Estate Income and Expenses of a
Partnership or an S Corporation**

OMB No. 1545-1186

Department of the Treasury
Internal Revenue Service

▶ See instructions.

▶ Attach to Form 1065, Form 1065-B, or Form 1120S.

Name

Employer identification number

LIME AVENUE ENTERPRISES, LLC

1 Show the kind and location of each property. See page 2 to list additional properties.

A 599 NORTH LIME AVENUE, SARASOTA FL 34237
COMMERCIAL BUILDING USED AS A FLOWER SHOP

B

C

D

| | | Properties | | | |
|------------------------------------|--|------------|------------------------------------|-------------|---|
| | | A | B | C | D |
| Rental Real Estate Income | | | | | |
| 2 | Gross rents | 2 | 35,000. | | |
| Rental Real Estate Expenses | | | | | |
| 3 | Advertising | 3 | | | |
| 4 | Auto and travel | 4 | | | |
| 5 | Cleaning and maintenance | 5 | | | |
| 6 | Commissions | 6 | | | |
| 7 | Insurance | 7 | 5,450. | | |
| 8 | Legal and other professional fees | 8 | 185. | | |
| 9 | Interest | 9 | 49,482. | | |
| 10 | Repairs | 10 | 15,120. | | |
| 11 | Taxes | 11 | 13,906. | | |
| 12 | Utilities | 12 | | | |
| 13 | Wages and salaries | 13 | | | |
| 14 | Depreciation (see instructions) | 14 | 15,577. | | |
| 15 | Other (list)▶ | | | | |
| | BANK CHARGES | 15 | 40. | | |
| | FILING FEES | | 50. | | |
| 16 | Total expenses for each property. Add lines 3 through 15..... | 16 | 99,810. | | |
| 17 | Total gross rents. Add gross rents from line 2, columns A through H | 17 | | 35,000. | |
| 18 | Total expenses. Add total expenses from line 16, columns A through H | 18 | | (99,810.) | |
| 19 | Net gain (loss) from Form 4797, Part II, line 17, from the disposition of property from rental real estate activities | 19 | | | |
| 20a | Net income (loss) from rental real estate activities from partnerships, estates, and trusts in which this partnership or S corporation is a partner or beneficiary (from Schedule K-1) | 20a | | | |
| b | Identify below the partnerships, estates, or trusts from which net income (loss) is shown on line 20a. Attach a schedule if more space is needed: | | | | |
| | (1) Name | | (2) Employer identification number | | |
| | | | | | |
| 21 | Net rental real estate income (loss). Combine lines 17 through 20a. Enter the result here and on: • Form 1065 or 1120S: Schedule K, line 2, or • Form 1065-B: Part I, line 4 | 21 | | (64,810.) | |

For Paperwork Reduction Act Notice, see instructions

Form **8825** (12-2006)

US

Schedule L, Line 6: Other Current Assets

2007

| Description | Beginning of the year | End of the year |
|------------------------------------|-----------------------|-----------------|
| LOANS RECEIVABLE | 420,000. | 420,000. |
| LEASEHOLD IMPROVEMENTS-IN PROGRESS | | 5,864. |
| | 420,000. | 425,864. |

US 1065

Schedule L, Line 17: Other Current Liabilities

2007

| Description | Beginning of Year | End of Year |
|---------------------------|-------------------|-------------|
| LOANS PAYABLE | 425,000. | 470,000. |
| REAL ESTATE TAXES PAYABLE | 2,594. | 2,593. |
| | 427,594. | 472,593. |

Form **7004**

(Rev. December 2007)

Department of the Treasury
Internal Revenue Service**Application for Automatic 6-Month Extension of Time To File
Certain Business Income Tax, Information, and Other Returns**► **File a separate application for each return.**

OMB No. 1545-0233

| | | |
|--|--|---------------------------|
| Type or Print File by the due date for the return for which an extension is requested. See instructions. | Name LIME AVENUE ENTERPRISES, LLC | Identifying number |
| | Number, street, and room or suite no. (If P.O. box, see instructions.) 1618 MAIN STREET | |
| | City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code)). SARASOTA FL 34236-5811 | |

Note. See instructions before completing this form.1 Enter the form code for the return that this application is for (see below) **09**2 If the foreign corporation does not have an office or place of business in the United States, check here ☐3 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here ☐4a This application is for calendar year 2007, or tax year beginning _____, 20____, and ending _____, 20____.b **Short tax year.** If this tax year is less than 12 months, check the reason:☐ Initial return☐ Final return☐ Change in accounting period☐ Consolidated return to be filed5 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here ☐
If checked, attach a schedule, listing the name, address, and Employer Identification Number (EIN) for each member covered by this application.6 Tentative total tax **6** **0**7 Total payments and credits (see instructions) **7**8 Balance due. Subtract line 7 from line 6. Generally, you must deposit this amount using the Electronic Federal Tax Payment System (EFTPS), a Federal Tax Deposit (FTD) Coupon, or Electronic Funds Withdrawal (EFW) (see instructions for exceptions) **8** **0**

| Application is For: | Form Code | Application is For: | Form Code |
|--|-----------|-----------------------------------|-----------|
| Form 706-GS(D) | 01 | Form 1120-ND | 19 |
| Form 706-GS(T) | 02 | Form 1120-ND (section 4951 taxes) | 20 |
| Form 1041 (estate) | 04 | Form 1120-PC | 21 |
| Form 1041 (trust) | 05 | Form 1120-POL | 22 |
| Form 1041-N | 06 | Form 1120-REIT | 23 |
| Form 1041-QFT | 07 | Form 1120-RIC | 24 |
| Form 1042 | 08 | Form 1120-S | 25 |
| Form 1065 | 09 | Form 1120-SF | 26 |
| Form 1065-B | 10 | Form 3520-A | 27 |
| Form 1066 | 11 | Form 8612 | 28 |
| Form 1120 | 12 | Form 8613 | 29 |
| Form 1120-A (fiscal-year 2006-2007 corporations) | 14 | Form 8725 | 30 |
| Form 1120-C | 34 | Form 8804 | 31 |
| Form 1120-F | 15 | Form 8831 | 32 |
| Form 1120-FSC | 16 | Form 8876 | 33 |
| Form 1120-H | 17 | Form 8924 | 35 |
| Form 1120-L | 18 | | |

For Paperwork Reduction Act Notice, see instructions.

Form 7004 (Rev. 12-2007)

Bill Furst

Sarasota County Property Appraiser



2009 Detail Information for Parcel 2028-11-0017

Parcel

Property Address: 2258 6TH ST
SARASOTA,
FL 34237

Description: LOTS 1 2 & N 20 FT OF LOTS 3 &
4 BLK F EAST ADD TO CITY OF
SARASO...

Incorporation: CITY OF SARASOTA

Subdivision Code: 0343

Use Code: 1100

Sec/Twp/Rge: 20-36S-18E

Census (FIPS): 121150004013

Zoning: DTE

Ownership

LIME AVENUE ENTERPRISES
LLC
1618 MAIN ST
SARASOTA, FL 34236

2009 Values

Values have not yet been determined for 2009

[Click Here for Prior Year's Values](#)

Property

Property Characteristics have not yet been determined for 2009

[Click Here for Prior Year's Property Characteristics](#)

Last Sale/Transfer

Sale Price: \$785,000

Date Sold: 8/3/2006

Deed Type: WD

Grantor: CARTER RON C,

Instrument #: 2006144004

Updated: 1/29/2009 12:33:00 AM

The information appearing on this website was extracted from the records of the Sarasota County Property Appraiser's Office. Our goal is to provide the most accurate information available. However, no warranties, expressed or implied, are provided for the data, its use or interpretation. The property values relate to the last valuation date. The data is subject to change. Copyright @ 2001 - 2009 Sarasota County Property Appraiser. All rights reserved.



Prepared by:
 John J. Shea
 John J. Shea, P.A.
 269 South Osprey Avenue, Suite 100
 Sarasota, Florida 34236

File Number: 20580.002
 Parcel ID Number: 2028-11-0017

Doc Stamp-Deed: 5,495.00



2006144004

General Warranty Deed

Made August 3, 2006 A.D. By **Ron C. Carter, a single man and James F. Neal, a single man**, whose address is: 2258 6th Street, Sarasota, FL 34237, hereinafter called the grantor, to **Lime Avenue Enterprises, LLC, a Florida limited liability company**, whose post office address is: 1618 Main Street, Sarasota, FL 34236, hereinafter called the grantee:

(Whenever used herein the term "grantor" and "grantee" include all the parties to this instrument and the heirs, legal representatives and assigns of individuals, and the successors and assigns of corporations)

Witnesseth, that the grantor, for and in consideration of the sum of Ten Dollars, (\$10.00) and other valuable considerations, receipt whereof is hereby acknowledged, hereby grants, bargains, sells, aliens, remises, releases, conveys and confirms unto the grantee, all that certain land situate in Sarasota County, Florida, viz:

Lots 1 and 2 and the North 20 feet of Lots 3 and 4, Block F, EAST ADDITION TO THE CITY OF SARASOTA, as per Plat thereof recorded in Plat Book 1, Pages 120 and 121, of the Public Records of Sarasota County, Florida.

Subject to restrictions, reservations and easements of record and taxes for the year 2006 and subsequent years.

Together with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

To Have and to Hold, the same in fee simple forever.

And the grantor hereby covenants with said grantee that the grantor is lawfully seized of said land in fee simple; that the grantor has good right and lawful authority to sell and convey said land; that the grantor hereby fully warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances except taxes accruing subsequent to December 31, 2005.

In Witness Whereof, the said grantor has signed and sealed these presents the day and year first above written.

Signed, sealed and delivered in our presence:

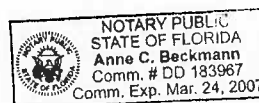
| | |
|--|---|
| Witness Printed Name <u>John J. Shea</u> | Ron C. Carter Address: 2258 6th Street, Sarasota, FL 34237 |
| Witness Printed Name <u>Anne C. Beckmann</u> | James F. Neal Address: 2258 6th Street, Sarasota, FL 34237 |

State of Florida
 County of Sarasota

The foregoing instrument was acknowledged before me this 3rd day of August, 2006, by Ron C. Carter and James F. Neal, who is/are personally known to me or who has produced Florida drivers' licenses as identification

Notary Public
 Print Name: Anne C. Beckmann

My Commission Expires: _____



EXHIBIT

E

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000031918
FILED 8:00 AM
April 01, 2005
Sec. Of State
jmerrick

Article I

The name of the Limited Liability Company is:

ELPE, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

2704 STICKNEY POINT ROAD
SARASOTA, FL. 34231

The mailing address of the Limited Liability Company is:

2704 STICKNEY POINT ROAD
SARASOTA, FL. 34231

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

MARGUERITE NADEL
3966 COUNTRY VIEW DRIVE
SARASOTA, FL, FL. 34233

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.

Registered Agent Signature: MARGUERITE NADEL

Article V

The effective date for this Limited Liability Company shall be:

04/01/2005

Signature of member or an authorized representative of a member

Signature: MARGUERITE NADEL



LOS0000 31918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000051088650

04/29/05--01022--015 **90.00

FILED
05 APR 29 PM 1:13
STATE
FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ELPE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARGUERITE NADEL
(Name of Person)

A VICTORIAN GARDEN FLORIST
(Firm/Company)

2704 Stickney Point Rd.
(Address)

SARASOTA, FL 34231
(City/State and Zip Code)

FILED
05 APR 29 PM 1:13
STATE
FLORIDA

For further information concerning this matter, please call:

REG NADEL at (941) 927-3830
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$25.00 Filing Fee | <input checked="" type="checkbox"/> \$30.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed) |
|---|---|--|--|

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

ELPE, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 8 April 05 and assigned document number 605000031918.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

NAME to be changed to:

A VICTORIAN GARDEN Florist, LLC

ADD ADDITIONAL MANAGING member:

ELAINE Getchius

Dated 26 April 05, _____.

Marguerite Nadel

Signature of a member or authorized representative of a member

MARGUERITE NADEL

Typed or printed name of signee


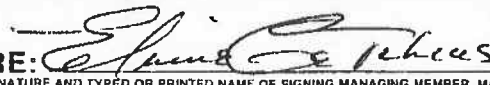
FILED
05 APR 29 PM 1:13
STATE
OF
FLORIDA

Filing Fee: \$25.00

2006 LIMITED LIABILITY COMPANY ANNUAL REPORT (AR)

FILED
Feb 06, 2006 8:00 am
Secretary of State

02-06-2006 90176 034 ****50.00

| | | | | | |
|--|---|---------------------------------|--|---|--|
| DOCUMENT # L05000031918 | | | |  | |
| 1. Entity Name A VICTORIAN GARDEN FLORIST, LLC | | | | | |
| Principal Place of Business 2704 STICKNEY POINT ROAD SARASOTA FL 34231 | | | Mailing Address 2704 STICKNEY POINT ROAD SARASOTA FL 34231 | | |
| 2. Principal Place of Business | | | 3. Mailing Address | | |
| Suite, Apt. #, etc. | | | Suite, Apt. #, etc. | | |
| City & State | | | City & State | | |
| Zip | Country | Zip | Country | 4. FEI Number 61-1486423 | |
| 5. Certificate of Status Desired <input type="checkbox"/> | | | | Applied For Not Applicable | |
| 6. Name and Address of Current Registered Agent NADEL, MARGUERITE 3966 COUNTRY VIEW DRIVE SARASOTA, FL FL 34233 | | | | 7. Name and Address of New Registered Agent | |
| | | | | Name | |
| | | | | Street Address (P.O. Box Number is Not Acceptable) | |
| | | | | City | |
| | | | | FL Zip Code | |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. | | | | | |
| SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small> | | | | | |
| <div style="text-align: center;"> FILE NOW!!! FEE IS \$50.00 Make Check Payable to Florida Department of State Due By May 1, 2006 </div> | | | | | |
| 9. MANAGING MEMBERS / MANAGERS | | | 10. ADDITIONS / CHANGES | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | MGRM GETCHIUS, ELAINE 2704 STICKNEY POINT ROAD SARASOTA FL 34231 | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| 11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Section 119, Florida Statutes. I further indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes. | | | | | |
| SIGNATURE:  | | | 1-23-06 362-7116 | | |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE | | | Date Daytime Phone # | | |



1st MOORE CR2E083 (10/05)

EXHIBIT

G

2007 LIMITED LIABILITY COMPANY ANNUAL REPORT (AR)

FILED
Apr 23, 2007 08:00 AM
Secretary of State

DOCUMENT # L05000031918

1. Entity Name

A VICTORIAN GARDEN FLORIST, LLC



Principal Place of Business

599 N. LIME AVE
SARASOTA FL 34237

Mailing Address

599 N. LIME AVE
SARASOTA FL 34237

2. Principal Place of Business - No P.O. Box #

3. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. FEI Number

61-1486423

Applied For

Not Applicable

5. Certificate of Status Desired ☐\$5.00 Additional
Fee Required

6. Name and Address of Current Registered Agent

7. Name and Address of New Registered Agent

NADEL, MARGUERITE
3966 COUNTRY VIEW DRIVE
SARASOTA, FL FL 34233

Name

Street Address (P.O. Box Number is Not Acceptable)

City

FL

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reappointing)

DATE

FILE NOW!!! FEE IS \$50.00
Make Check Payable to Florida Department of State
Due By May 1, 2007

9. MANAGING MEMBERS/MANAGERS

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Delete |
|-------|-------------------|-----------------|-------------------|---------------------------------|
| | MGRM | | | |
| | NADEL, MARGUERITE | 599 N. LIME AVE | SARASOTA FL 34237 | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Delete |
|-------|------|----------------|----------------|---------------------------------|
| | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Delete |
|-------|------|----------------|----------------|---------------------------------|
| | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Delete |
|-------|------|----------------|----------------|---------------------------------|
| | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Delete |
|-------|------|----------------|----------------|---------------------------------|
| | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Delete |
|-------|------|----------------|----------------|---------------------------------|
| | | | | |

10. ADDITIONS/CHANGES

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
|-------|------|----------------|----------------|---------------------------------|-----------------------------------|
| | | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
|-------|------|----------------|----------------|---------------------------------|-----------------------------------|
| | | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
|-------|------|----------------|----------------|---------------------------------|-----------------------------------|
| | | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
|-------|------|----------------|----------------|---------------------------------|-----------------------------------|
| | | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
|-------|------|----------------|----------------|---------------------------------|-----------------------------------|
| | | | | | |

| TITLE | NAME | STREET ADDRESS | CITY-STATE-ZIP | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
|-------|------|----------------|----------------|---------------------------------|-----------------------------------|
| | | | | | |

11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Section 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes

SIGNATURE: Marguerite Nadel

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

Date

Daytime Phone #

4/19/07

2008 LIMITED LIABILITY COMPANY ANNUAL REPORT**FILED**
Mar 13, 2008
Secretary of State

DOCUMENT# L05000031918

Entity Name: A VICTORIAN GARDEN FLORIST, LLC

Current Principal Place of Business:599 N. LIME AVE
SARASOTA, FL 34237**New Principal Place of Business:****Current Mailing Address:**599 N. LIME AVE
SARASOTA, FL 34237**New Mailing Address:**

FEI Number: 61-1486423 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:NADEL, MARGUERITE
3966 COUNTRY VIEW DRIVE
SARASOTA, FL, FL 34233 US**Name and Address of New Registered Agent:**

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:_____
Electronic Signature of Registered Agent_____
Date**MANAGING MEMBERS/MANAGERS:**Title: MGRM () Delete
Name: NADEL, MARGUERITE
Address: 599 N. LIME AVE
City-St-Zip: SARASOTA, FL 34237**ADDITIONS/CHANGES:**Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: MARGUERITE NADEL MGMR 03/13/2008

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date

4:15 PM

01/22/09

Accrual Basis

Lime Avenue Enterprises, LLC

Balance Sheet

All Transactions

| | Jan 5, 09 |
|---------------------------------------|---------------------|
| ASSETS | |
| Current Assets | |
| Checking/Savings | |
| Northern Trust | 1,703.89 |
| Total Checking/Savings | 1,703.89 |
| Other Current Assets | |
| Leasehold Improvements | 5,864.00 |
| Loans Receivable | |
| Mr. Florist | 420,000.00 |
| Total Loans Receivable | 420,000.00 |
| Total Other Current Assets | 425,864.00 |
| Total Current Assets | 427,567.89 |
| Fixed Assets | |
| Land | 199,508.00 |
| Mr. Florist Building | |
| Accum Depreciation/ Building | -6,313.00 |
| Mr. Florist Building - Other | 598,523.00 |
| Total Mr. Florist Building | 592,210.00 |
| Total Fixed Assets | 791,718.00 |
| TOTAL ASSETS | 1,219,285.89 |
| LIABILITIES & EQUITY | |
| Liabilities | |
| Current Liabilities | |
| Other Current Liabilities | |
| Loans Payable | |
| Margurite & Arthur Nadel | 539,000.00 |
| Total Loans Payable | 539,000.00 |
| Mortgage Payable | |
| Carter & Neal | 624,287.08 |
| Total Mortgage Payable | 624,287.08 |
| Real Estates Taxes | 2,593.33 |
| Total Other Current Liabilities | 1,165,880.41 |
| Total Current Liabilities | 1,165,880.41 |
| Total Liabilities | 1,165,880.41 |
| Equity | |
| Opening Bal Equity | 200,000.00 |
| Net Income | -146,594.52 |
| Total Equity | 53,405.48 |
| TOTAL LIABILITIES & EQUITY | 1,219,285.89 |

EXHIBIT

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