JOHN DIAZ GROUP

kw RESERVE
BUSINESS BROKERAGE, LLC.

IBBA INTERNATIONAL BUSINESS BROKERS ASSOCIATION.®

BUSINESS BROKERS OF FLORIDA
Advisors Connecting Buyers & Sellers

ACCREDITED BUSINESS BROKER

YOU ARE ONLY GOING TO SELL YOUR BUSINESS ONCE

YOU NEED TO HIRE A PROFESSIONAL BROKER

HIRE JOHN!

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MEET JOHN DIAZ

John has been in sales for all of his adult life. From College to Ford Motor Credit Company to the John Diaz Group of Keller Williams Business Brokerage. Over the past two decades, John Diaz has helped thousands of clients to sell businesses, commercial properties and homes. The hallmark of John's long and successful career is ensuring that all of his clients receive the highest level of service and confidentiality. Anyone who knows John will attest to the honesty and integrity with which he conducts himself and his business. John owned his own real estate and mortgage company with 55 agents in 2005 and sold it in 2011.

John also:

- Ran a billion-dollar branch for Ford Motor Credit Company
- Worked as a top producing mortgage consultant for Washington Mutual
- Was Assistant Vice President of American Homes 4 Rent
- Runs the John Diaz Group of Keller Williams
- Runs KW Business Brokerage

Purchased 350 foreclosures from Dade to Port Saint Lucie County. Set rehab budgets and oversaw the property management and leasing of the South Florida portfolio. He was the broker of record for the state of Florida branches. John strives to ensure his clients are well informed throughout the process. As a business owner himself, he is keenly aware of how to best serve his clients. John knows how to find a buyer for your business. He will create exposure while preserving confidentiality. He is a member of the Business Brokers of Florida and the Regional Commercial Alliance. John grew up in Palm Beach County, graduating from Cardinal Newman High School in 1983. He has his bachelor’s degree in business administration from Belmont Abbey College in Belmont, N.C.

Why Use John Diaz To Sell your Business?
Running your business is a full-time job and selling your business is a full-time job. You concentrate on running your business and will take care of selling it. Selling a business is a very emotional moment for every business owner. Get unbiased assistance of independent third party. Determining correct business value is quite challenging. There are many factors that may affect the value: true discretionary earnings, market outlook, unique products or services, distribution channels - just to mention a few. John Diaz is a professional who is
experienced in valuing various types of businesses.

If you want a Broker working for you, aggressively marketing your business for sale, who can get the financing for the purchaser and get the deal closed call John Diaz today.

Professional Affiliations
Keller Williams Realty is a proud member of the Business Brokers of Florida (BBF). This exclusive organization carefully chooses their members for quality service and knowledge of the real estate profession, and regulates its members to exacting standards, rules, and code of ethics. This affiliation affords each member with access to a statewide multiple listing service linking 100's of member firms together over the Internet (BBFMLS.COM).

MY OBJECTIVES ARE THE FOLLOWING:

★ To assist in getting as many qualified buyers as possible into your business until it is sold.
★ To communicate to you, regularly, the results of our activities.
★ To assist you in negotiating the highest dollar value ... between you and the buyer.

The Following are Steps I Take to Get a Business Sold ... the "Proactive Approach:"

1. Confidential Reverse Prospecting - My Team calls 80 hours per week to find buyers for your business.

2. Confidential Advertising Placement
Based on your customized marketing plan, we will advertise your business using some or all of the following methods:

- **Business-Only Multiple Listing Services (MLS)** - Through our membership in business broker trade associations, our firm has access to several statewide and nationwide computerized business-only multiple listing services.
- **Realtor Multiple Listing Services (MLS)** - While not a primary vehicle for business buyers, this may be suitable for some business types.
- **Print Media** - Our firm advertises in classifieds under the column "Business Opportunities". This may or may not be suitable for your business.
- **Internet** - Our firm has access to several large, confidential business acquisition web sites. Our own company web www.SoFlaBusinessSales.com is also popular with business buyers in our area.
- **Industry Contacts** - With your approval, one of our experts may directly contact potential strategic acquirers such as competitors, clients or related industry companies. We are always open to ideas and suggestions in our quest to procure prominent and qualified Buyers for your business.

3. Advertising Costs ... we pay for the cost of advertising. You get the results! Your confidential business information is placed on many world wide web site where business buyers look 24 hours a day,

4. Maximum Exposure... Enter your business in Business Brokers of Florida (BBF 1,000 + Members), the largest Multiple Listing Service just for the sale of businesses in the United States. This large Database allows us to reach buyers in other cities throughout the country through our affiliate Agencies.

5. Network Confidentiality with 1,000 Business Broker Members, 180,000 KW Agents and 2,500 Commercial Agents to find business buyers.

6. National Association of Realtors RMLS (16,105 Members) Realtor.com close to one million members, world-wide 24 hours a day, 7 days a week.

7. Price your business competitively to open the market vs. narrowing the market

8. Prepare list of features, benefits, and potential income of your business.

9. Showcase your business listing and network with business brokers while maintaining confidentiality.

10. Pre-Screened Buyers .. Whenever possible, pre-qualify the prospective buyers
We eliminate those buyers who do not qualify by not having enough money or proper credit to buy your business.

FOLLOW-UP...We follow up with the prospect – It indicates that we are interested in him without weakening a negotiating position. We also follow up after the offer is accepted, to help with **financing and due diligence issues,** up to a successful closing.
NEGOTIATE...Neither your ego nor the buyer's ego is involved in the negotiations since the offers are passed through
one of our licensed trained and experienced associates.
PROFESSIONALISM... trained professionals bring years of experience to your transaction. We help you through the myriad of red tape and details toward the successful sale of your business.

11. Many international people are seeking a VISA allowing residence in the United States through the purchase of a qualified business. Award Business Brokers works closely with immigration attorneys regarding U.S. Immigration VISA qualifying transactions. We network with Immigration Attorneys.

12. Constantly update you as to any changes in the marketplace

13. Area Cooperating Broker Business Tour by appointment, when possible.

14. Time ... You can conduct your business without interruption. We handle the telephone calls, and arrange for convenient showing times.

15. Keep you aware of the various methods of financing that a buyer might want to use.

16. Assist you in arranging financing … if necessary.

17. Represent you on all offer presentations … to assist you in negotiating the best possible price and terms.

18. Conduct negotiations to get you the highest price and terms most agreeable to you

19. Coordinate follow-up upon a contract being accepted … all financing, closing attorneys, and other closing procedures

20. Coordinate the transaction details to get us to closing and deliver your check at closing

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ACCREDITED BUSINESS BROKER

4 million monthly website visits

15.2 million monthly page views

4 Million Monthly Visits & Counting

BizBuySell

Hundreds of thousands of successfully sold businesses

Top Media Partners WSJ, USA Today Network, AllBusiness & more

BUSINESS BROKERS OF FLORIDA *Advisors Connecting Buyers & Sellers* | IBBA INTERNATIONAL BUSINESS BROKERS ASSOCIATION

LAST 12 MONTHS +1293 SOLD

SELLS 90% OF THE BUSINESSES

+ 1.7 B WORTH SOLD

BusinessesForSale.com | BizQuest | BizTrader | BizMLS LAUNCH YOUR BUSINESS SEARCH | Small Business TRENDS | LoopNet | DEALSTREAM formerly MergerNetwork | craigslist | allBusiness YOUR SMALL BUSINESS ADVANTAGE | WSJ BUSINESS | Flexmls

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POWERED BY KELLER WILLIAMS REALTY NETWORK

OUR COVERAGE

Keller Williams Realty is the 3rd largest real estate franchise in the United States - with more than 200,000 associates, 900 commercial brokers and presence in 690 offices across North America and 35 countries.

John Diaz Group- KW Reserve Business Brokerage
2041 Vista Pkwy Suite 201 | West Palm Beach , FL 33411
2901 PGA Blvd Suite 100 | Palm Beach Gardens, FL 33410
7280 W Palmetto Park Rd #110, Boca Raton, FL 33433
550 Biltmore Way , PH 2 A-B | Coral Gables , FL 33134

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844-456-4647

THIS IS WHAT YOUR LISTING WILL LOOK LIKE

Listing No: *May Qualify For Visa*

Category	: Lawn/Landscaping	SIC	: 0781
Detail	: Landscape Architects/Designers	Price	: 750,000
County	: Palm Beach	Down	: 750,000
State/Prov	: Florida	Disc Earn	: 0
Country	: USA	Sales	: 0

Due to Florida's tropical climate, it's an ideal location for growing exotic plants and trees usually found in rainforests. The expert landscape designers at Paradise Design & Landscaping specialize in crafting tropical gardens and landscapes from the ground up.

Reason for Sale	: Retirement
General Location	: CITY
Organization Type	: Corp 'C' **Hours Owner Works:** 0
	: **Years Established:** 10 **Years Owned:** 10 **Emp FT:** 9 **Emp PT:** 4 **Mgrs:** 0
Non Compete	: **Miles:** 120 **Years:** 2 **Weeks Training:** 4 **Cost:** 0
Operating dys/hrs	: Monday - Sunday 9am -5pm
Skills/Licenses	: N/A
Business is	: **Relocatable:** N **Home Based:** N **Franchise:** N **Lender P/Q:** N

Data Source	Owner Estimate	Owner Estimate	Owner Estimate
Year (Cash Flow)	2023 (N)	2022 (N)	2021 (N)
Gross Revenue	0	0	0
Cost of Goods	0	0	0
Gross Profit	0	0	0
Expenses	0	0	0
Net	0	0	0
Owner Salary	0	0	0
Benefits	0	0	0
Interest Expense	0	0	0
Depreciation	0	0	0
Other			
Discretionary Earnings			

Accounts Rec	0	N*	Real Estate	0	N*
Inventory	0	N*		0	N*
F F & E	258,500	Y*	Total Assets	258,500	Y*
Leasehold	0	N*	*Included?		

Lease/Month: 4250	Square Footage: 3500	Building Type:	Warehouse
Terms and Options:		Expiration Date:	6/6/2025

Loan/Assumable	- Amt:	0	Mos:	0	Rate:	0.00	Mo Pmt:	0.00
Loan/Seller	- Amt:	0	Mos:	0	Rate:	0.00	Mo Pmt:	0.00
Loan/Other	- Amt:	0	Mos:	0	Rate:	0.00	Mo Pmt:	0.00

STEPS TO SELLING YOUR BUSINESS

Step 1: Comprehensive business analysis.
As your business broker, we analyze your operation, finances, market potential and trends. We take that information and generate a business profile that represents your company in the most attractive way possible.

Step 2: We structure the sale.
We identify the best possible price range for your business. This is based on solid facts, the condition of the market, projected growth, sales potential and the sale of similar businesses within your industry. We apply sophisticated, time proven valuation techniques to ensure that your price is appropriate for the current market condition. The price must not be too high or too low. Yet, it must represent an attractive investment potential.

Step 3: We confidentially network the sale.
We utilize the latest technology to present your business to other business brokers and strategic buyers all over the world. This greatly multiplies the effort in your favor. You have literally thousands of industry professionals selling your business, yet your confidentiality is always respected.

Step 4: We confidentially advertise your business to buyers.
Our aggressive marketing program ensures your confidentiality and provides maximum exposure for your business. Your listing is placed in various industry databases, internet sites, and publications which are constantly updated.

Step 5: We control the information flow.
We organize all necessary documentation and release information only as needed. We use limited information when advertising to maintain confidentiality. Then buyers are pre-qualified and required to execute a confidentiality agreement before receiving any sensitive information concerning the sale.

Step 6: We create competition for your business.
We attract thousands of buyers, creating competition for business. your Buyers are qualified for financial ability to meet the offer. We will then reduce that number to only the most qualified buyers. Once you meet the best of the buyers, we urge them to prepare and present all offers. Many times, a negotiation is doomed to fail because of lack of proper qualifying. As your business broker, we can also approach and continue to track potential buyers without weakening your position.

Step 7: We negotiate for you to achieve the best price.
Appropriate negotiation is crucial to achieving your best price and terms. We have the expertise to establish sound and resourceful negotiating techniques on your behalf. We are trained in the art of negotiating through curriculum that we have created specifically for our industry. Never negotiate without planning, expertise, or from a position of weakness.

Step 8: We provide exceptional support to you through the due diligence.
We take pride in our exceptional service. Only half of the job is finding the right buyer who will pay your price and meet your terms. The other half is getting that buyer to the closing table. We quarterback the deal, work with the accountants, lawyers, banks, landlords, and other third parties that could jeopardize the success of the transaction. We realize that you depend on us to guide you through the sale of your business. We make the transition simple and easy for you. We know when an opportunity for you may arise and are always there to take advantage of it. We also know when someone is trying to kill your deal or is being unreasonable and how to handle those situations.

Step 9: We are there from beginning to the closing.
We help manage all administrative procedures, licenses, inventory counts and lease assignments that may be required. We work closely with your advisors to ensure a smooth transition. Using the latest technology, we strive to be ready to work on your behalf to get the deal done!

Step 10: We are there for the transitional phase and beyond!
Because we are in the business community, you may to consult us at any time after the sale. We will provide you with any assistance you may require after the closing. We always remain in your corner!

STEPS TO SELLING YOUR BUSINESS

1, Initial Telephone Consultation with John Diaz Business Broker.
- Discuss your goals, objectives and motivation for selling your business
- Discuss the market and what Buyers are expecting

2, Provide Preliminary Information About Your Business
- Complete a short summary of your business to help analyze its current status (can be done over the phone)

3. Set Up a Face to Face Meeting
- Discuss benefits of John Diaz Business Broker representations and the process of selling a business.
- Review the benefits and costs of a business appraisal.
- Discuss information required to complete a valuation analysis

4. Complete Valuation of Your Business
- Provide with the required valuation information
- Develop a value that maximizes your selling price and can be justified to the Buyer

5. Meet to Discuss Valuation Results and Sign Representation Documents
- Agree on asking price for your business
- Review typical marketing plan
- Sign Consent to Act, Duties Owed and Agent Relationship
- Leave Seller's disclosure Statement, Furniture Fixtures and Equipment List and summary of all required documents for submission as soon as possible

6. Complete the Business Summary
- Seller supplies crucial information about the business
- John Diaz Business Broker will develop a business summary for your business
- Review and sign off on the summary and valuation

7. Discretely Market Your Business
- Implement an active marketing plan, including internet and other advertising as appropriate

8. Potential Buyer(s) Introduction
- Prospects complete buyers profile, confidentiality agreement and net worth statement
- John Diaz Business Broker schedules a tour and introduces potential buyers for your business

9. Negotiate an Acceptable offer
- Facilitate an agreed upon price between Buyer and Seller including earnest money deposit

10. Schedule Buyer Due Diligence
- Arrange for an in depth review of all financial operating results and confirmation of all balance sheet assets included in sale
- Obtain buyer preliminary contingency releases and approve Authorization to Close.

11. Open Escrow
- Escrow agent conducts searches and drafts closing documents
- Review completed documents with John Diaz Business Broker
- All remaining contingencies i.e. lease agreement, franchises approval and third party financing are satisfied

12. Closing - Congratulations
- Buyer and Seller typically share closing costs of approximately $700 - $900 each
- Buyer and Seller sign documents, Seller receives payment and pays broker
- Seller trains Buyer in the operation of the business and implements an orderly turnover plan

FREQUENTLY ASKED QUESTIONS

How can I prevent my employees, my customers and my vendors from knowing I'm considering selling?
Confidentiality is perhaps, the most critical issue for a business broker. Virtually every business seller doesn't want his employees, customer or vendors to know that his business is for sale. We are very cognizant of this fact and in every step that we take we emphasize confidentiality.

How long will it take to sell my business?
There is a great deal of variation in the time frame but if we had to pick an average time, eight to nine months may be close. While this may sound like a long time all of the facets of selling a business, including, listing the business, finding buyers, interviewing buyers, writing contracts, due diligence and finally the closing process are all time consuming.

I have a long term lease with my landlord. Am I going to be able to transfer that?
Transfer of the lease is crucial to the success of the transaction. It will be almost impossible to consummate a deal unless the lease can be transferred. Leases will have a clause that defines the landlord's rights regarding transfer. Frequently the seller will be required to remain as a guarantor of the lease and often there may be a charge by the landlord for the transfer.

I've taken a good bit of cash out of my business and not recorded it, in valuing my business do I get credit for that?
This is a difficult one, it is very, very difficult to prove to a prospective buyer that you have earned income that has not been reported. The only suggestion here is if you are not reporting income stop right now and maintain accurate records including all income. There are some businesses that do sell in spit of this fact.

What's it going to cost me?
We have no upfront fees. We will analyze your business and go through the entire process with no cost to you. Your only obligation is when we find a buyer for your business. We traditionally receive our payment at closing.

How do I determine what my business is worth?
The analysis of your businesses value or worth is another crucial function of the business intermediary. "The Market" makes the final determination of value. We have tremendous experience in valuing almost any business. Our estimates of value are not "certified business valuations" although we can provide this service for a fee, however our experience and volume of comparable businesses allow us to give the business owner a very good estimate of value.

FREQUENTLY ASKED QUESTIONS

I own the property where my business is located, do I have to sell that as well?
This can be handled in many ways: often the property is sold as a separate listing however the business owner will frequently retain the property obtain a long term lease and hence earn an ongoing cash flow stream. However, the property can also aid a buyer's ability to finance the business.

I keep a lot of cash, inventory, and receivables in my business, what generally happens to those items?
Most small businesses are sold with the seller retaining cash and accounts receivable. A working level of inventory is generally granted to the new owner.

I owe a lot of money for various things that my business acquired over the years. What happens to that debt?
Most often, the business is sold free of all debt. This means that the former owner will be responsible for account payable as well as all long term debt.

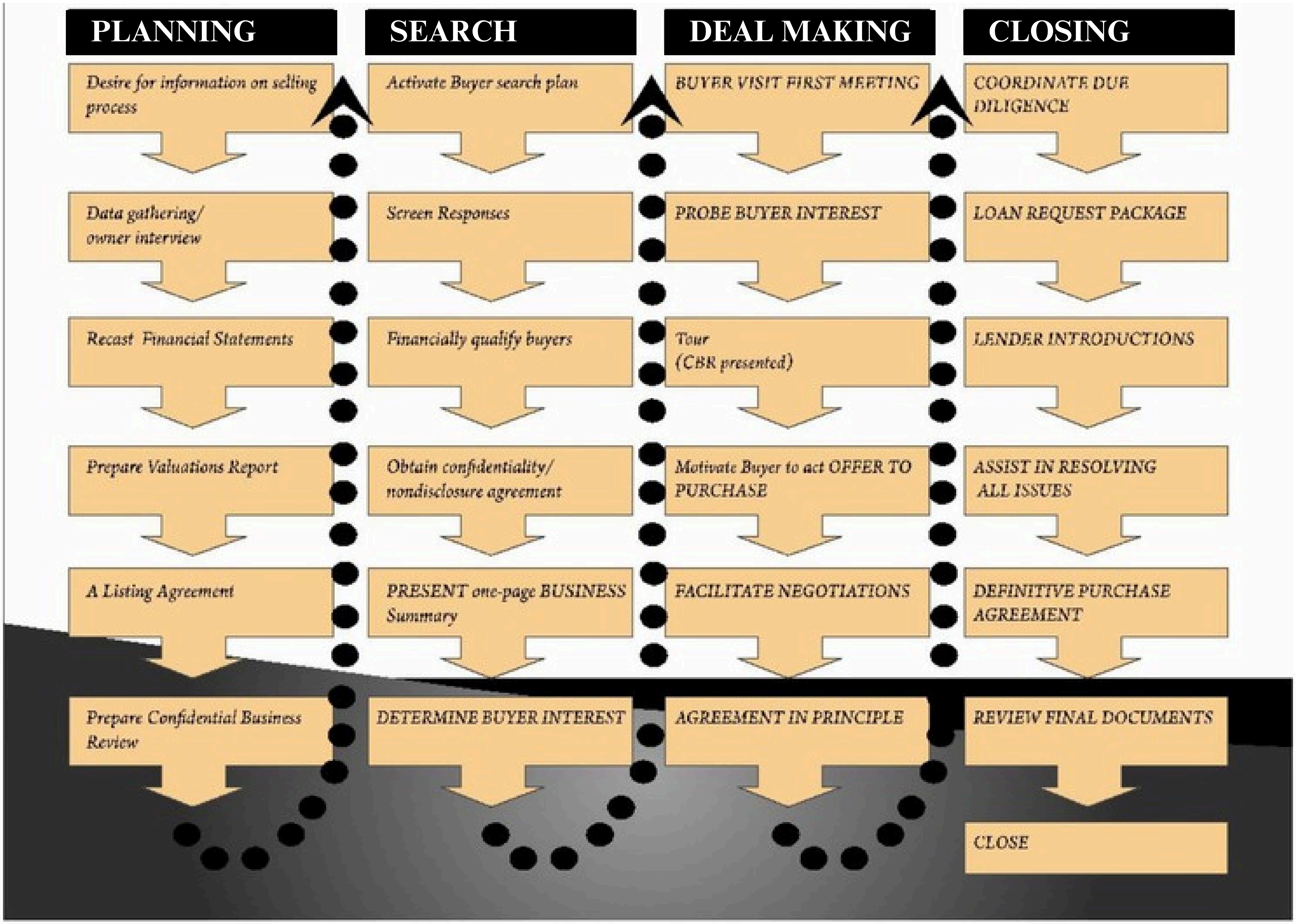
What records are you going to need from me to help sell my business?
The lack of good business records is the single most common reason for a business deal to fall apart. We can't emphasize enough the importance of maintaining good books and records. This includes accurate financial statements, cash register receipts or whatever records are necessary to prove income and expenses. Of course current tax returns are a must. However, we are used to working with businesses that may have less than adequate records.

What are the most important things that I can do to get my business ready to sell?
We have a list of the ten most important things that you can do to improve your business and you can review them on our website.

How far in advance should I start planning my exit strategy?
Today, no later. Even if you think you are not ready to sell your business right now you can't start preparing too early. One of our experience agents will be more than happy to meet with you to help you to start thinking about your exit strategy.

Do I need an attorney and an accountant to sell a business?
Buying or selling a business can be a complicated venture. While some businesses are sold without the help of accountants and attorneys we strongly recommend that both the buyer and seller engage professionals.

MANAGING THE SELLING PROCESS



Representation Services
Going the Extra Mile!

When you engage us, we will work with you to value and market your business with a view to getting you the best possible price. The following steps provide an outline of what support we provide:

Step 1: Valuing the Business
- Business Broker's Opinion of value
    - Valuation Modelling Prepared Pricing based upon key factors
    - More detail review by a Certified Business Valuer

Step 2: Presenting the Business
- One Page Summaries
- Internet Summaries
- Detailed Information Pack for Buyers

Step 3: Marketing the Business
- Prepare marketing plan
- Design ads and banners
- Plan a direct mail or other campaigns (if appropriate)
- Strategic buyer analysis
- Buyer Database searches
- Internet Avertising

Step 4: Prescreen Business Prospects
- Non-disclosure agreements
- Buyer interviews and profile completion
- Credit Pull (if needed)

Step 5: Showing & Negotiating
- Preliminary discussions
- Show the business to buyers
- Assist in deal negotiations

Step 6: Prepare Purchase Agreements
- Transaction timing & planning
- Due diligence checklists
- Seller Promissory Notes (if applicable)

Step 7: Conducting Due Diligence
- Checklist development and contingency signoffs
- Compilation of materials
- Due diligence assistance

Step 8:Assist with Finance (as needed)
- Working with SBA and 401k lenders
- Mini Business plan & projections
- Application support
- Valuation support
- Promissory note support for seller

Step 9: Closing the Transaction
- Drafting escrow instructions
- Documents packaging
- Obtaining franchisor approvals
- Working with landlords
- Develop turnover plan
- Allocation of purchase price
- Closing coordination

SUCCESS FEE COMMISSION STRUCTURE

Based on Selling Price of the Business

If the Sales Price is Under $1,000,000

12% or $15,000, whichever is greater.

If the Sales Price is Over $1,000,000

10% on the First Million Dollars.
9% on the Second Million Dollars.
8% on the Third Million Dollars.
7% on the Fourth Million Dollars.
6% on Everything Over $4,000,000.

Paid at Closing

No Upfront Fees

Information Needed to Professionally Represent

- Profit and Loss statements and Balance Sheets for the last three years
- Federal Income Tax Returns on business for the last three years
- Copies of Sales Tax filings with the state of Florida for the last three years
- Gross revenues for each of the twelve most recent months of operation
- Complete list of furniture, fixtures and equipment to be sold with the business
- Copies of all equipment leases and assumable loans on the business
- Copy of lease on the business property
- Regarding the real estate for the business (if applicable):
  - ✓ A copy of the most recent appraisal on the business property
  - ✓ A copy of the lease if you decide to lease the property to a new owner
  - ✓ A copy of your most recent property tax statement
- Marketing material (e.g., pictures, advertising, price lists, etc.)
- Payroll records for the last two years
- Copies of all Business Licenses

These items will not be shared with buyers unless we are under contract:

- Copy of the most recent business appraisal (if applicable)
- Copy of Business Plan / Marketing Plan
- Itemization of all indebtedness and obligations against the business
- Franchise or dealership agreement and required disclosure forms (if applicable).
- Copies of any special agreements or contracts with vendors, suppliers, employees, etc.
- Employee roster with names, ages and length of service with business and benefits.
- Breakdown of clients - Concentration of clients - Geographical location of clients.