

L01000001958

POWERS & DISQUE, CHARTERED
ATTORNEY AT LAW

February 2, 2001

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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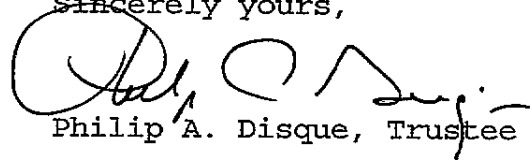
Gentlemen:

RE: Florida Limited Liability Company - MS & PD, LLC

Enclosed herewith are one (1) original and one (1) copy of the Articles of Organization for the above referenced Limited Liability Corporation. Also enclosed is a check in the amount of \$155.00 to cover the cost of filing the Articles and returning one (1) certified copy. Please return the certified copy in the enclosed envelope. The Limited Liability Corporation is to commence existence on February 2, 2001.

Should you require any additional information regarding this matter, please contact me.

Sincerely yours,


Philip A. Disque, Trustee

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
MS & PD, LLC**

a Florida Limited Liability Company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is MS & PD, LLC (the "Company").
2. **PERIOD OF DURATION.** The period of duration of the Company shall be perpetual.
3. **PURPOSE.** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited company organized and existing by virtue of such laws.
4. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The principal office address of the Company is 707 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316, and the mailing address of the Company is 707 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316.
5. **REGISTERED AGENT.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Philip A. Disque.
6. **ADDITIONAL MEMBERS.** Members may admit additional members upon the unanimous consent of the then existing members.
7. **CONTINUITY; NO RIGHT TO DISTRIBUTION ON WITHDRAWAL.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Regulations of this limited liability company.
8. **MANAGEMENT.** The business of the limited liability company shall be managed by one or more Managers. The name and address of the initial Manager who will serve until the first annual meeting of members or until his successor is elected and qualify is as follows:

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Name

Address

Philip A. Disque

707 S.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33316

The undersigned has executed these Articles of Organization on the 2nd day of February, 2001.



Philip A. Disque, as Trustee

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**CERTIFIED OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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


1. The name of the limited liability company is: MS & PD, LLC
2. The name and address of the registered agent and office is

Philip A. Disque
707 S.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33316

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 its 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.

MS & PD, LLC

Name of LLC

By:  _____

Name
Registered Agent

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(Date)

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