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LAW OFFICES  
**JAFFE, RAITT, HEUER & WEISS**  
PROFESSIONAL CORPORATION  
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SOUTHFIELD

July 23, 1999

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

900002941559--4  
-07/26/99-01133-005  
\*\*\*\*285.00 \*\*\*\*285.00

VIA FEDERAL EXPRESS

Re: 1234msb.com, L.L.C.

Dear Sir/Madam:

Enclosed please find Articles of Organization for the above referenced limited liability company along with a check in the amount of \$285.00. It is my understanding that this amount represents the appropriate filing fee to form an LLC in the State of Florida. Please file these articles in your usual manner and return the evidence of filing to the undersigned in the self addressed return envelope that I have provided.

Please do not hesitate to call me with any questions you may have in this regard. Thank you for your anticipated cooperation.

Very truly yours,

JAFFE, RAITT, HEUER & WEISS  
Professional Corporation



Karen S. Malnar  
Legal Assistant

enclosures  
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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

1234msb.com, L.L.C.

## ARTICLE II - Address:

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

1301 W. Boynton Beach Boulevard  
Boynton Beach, Florida 33426

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

## ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Mackinac Savings Bank, FSB  
1301 W. Boynton Beach Boulevard  
Boynton Beach, Florida 33426

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

A vote of the majority of the members shall be sufficient to admit additional members. No capital contribution by an additional member shall be required unless the existing members designate otherwise. Unless otherwise agreed by existing ~~and~~ members, new members shall share equally with old in distributions of income. New members shall not receive distributions of capital until existing members have received back their capital contributions.

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**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

In such event, the affairs of the limited liability company shall be wound up with all deliberate speed.

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of 1234msb.com, L.L.C.

\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1000 \_\_\_\_\_;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 \_\_\_\_\_;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \_\_\_\_\_ \$ 1000 \_\_\_\_\_.

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

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

Samuel B. Sherer

\_\_\_\_\_  
Typed or printed name of signee

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**Filing Fee: \$250.00 for Articles and Affidavit**

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

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

1. The name of the limited liability company is: 1234msb.com, L.L.C.

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

Samuel B. Sherer  
(Name)

1301 W. Boynton Beach Boulevard  
(P.O. Box not acceptable)

Boynton Beach, Florida 33426  
(City/State/Zip)

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*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.*

  
(Signature)

July, 1999  
(Date)

Samuel B. Sherer

FILING FEE: \$ 35 for Designation of Registered Agent