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**LAW OFFICES OF MICHAEL A. FREELING, P.A.**

21845 Powerline Road, Suite 207

Boca Raton, Florida 33433

(561) 417-9252 (Phone)

(561) 347-9708 (Fax)

*Admitted in:*

*Florida*

*New York*

*District of Columbia*

December 17, 1999

**Via Airborne Express**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003077381--5

-12/29/99--01085--002

\*\*\*\*\*21.25 \*\*\*\*\*21.25

Re: Limited Liability Company New Filing  
MAARCS, L.C.

100003077381--5

-12/21/99--01090--022

\*\*\*\*133.75 \*\*\*\*133.75

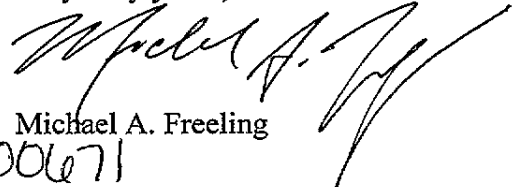
Dear Sir or Madam:

Enclosed please find the following documentation in accord with the above referenced new Limited Liability Company filing:

1. Articles of Organization;
2. Certificate of Registered Office and Registered Agent;
3. Affidavit of Membership & Contributions;
4. Check in the amount of \$133.75 made payable to the Department of State (Filing Fee of \$125.00 plus \$8.75 for a Certified Copy); and
5. Self addressed, Stamped return envelope for return of the enclosed set of copies certified.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Very truly yours,

  
Michael A. Freeling

~~WAA-29305~~  
00789/02837/02870/0117/02827/00671

42-29-99

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAF/mb  
Enc.

cc: Andre J. Perrin  
Felicien Perrin, P.E.  
Theodore D. Lanzaro, CPA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 27, 1999

MICHAEL A. FREELING  
LAW OFFICES OF MICHAEL A. FREELING, P.A.  
21845 POWERLINE ROAD, SUITE 207  
BOCA RATON, FL 33433

SUBJECT: MAARCS, L.C.  
Ref. Number: W99000029365

We have received your document for MAARCS, L.C. and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The document must contain the entity's complete mailing address.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 999A00060166

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**MAARCS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **MAARCS, L. C.**, and its principal office and mailing address shall be located at 2301 N.E. Second Street, Apt. 3, Pompano Beach, Florida 33062, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including, but not limited to: marketing services for Felicien Perrin, Professional Engineer, Florida License No. 11884 in the State of Florida.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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#### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Andre J. Perrin, 2301 N.E. Second Street , Apartment 3, Pompano Beach, Florida 33062; Adrienne P. Parr, 5308 Coliseum Street, New Orleans, Louisiana 70115; Sylvia P. Brown, CMR 420, Box 221, APO AE 09063; Carol P. Lehr, 19 Nightingale Drive, Aliso Viejo, California 92656; and Rene F. Perrin, P.O. Box 462, Cranford, New Jersey 07016.

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand, Two Hundred and Fifty and 00/100 Dollars (\$1,250.00) cash shall be paid to the limited liability company by the five (5) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits for each calendar year shall be determined and paid to each member on or before March 31<sup>st</sup> of the following year.

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TALLAHASSEE FLORIDA

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### ARTICLE VIII DURATION

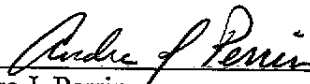
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2301 N.E. Second Street, Apartment 3, Pompano Beach, Florida 33062 and the name of the company's initial registered agent at that address is Andre J. Perrin.

The undersigned, being an original member and authorized agent of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MAARCS, L.C.

Executed by the undersigned at 21845 Powerline Road, Suite 207, Boca Raton, Florida 33433 on December 28, 1999.

  
Andre J. Perrin

Member, Authorized Agent  
MAARCS, L.C.  
(Office and Mailing Address)  
2301 N.E. Second Street, Apt. 3  
Pompano Beach, Florida 33062

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TALLAHASSEE, FLORIDA

**Certificate of Registered Office and Registered Agent**

State of Florida  
County of Palm Beach

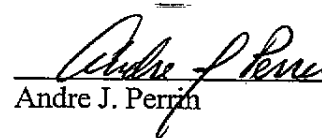
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **MAARCS, L.C.**

The name of the registered agent for MAARCS, L.C. is **Andre J. Perrin** and the street address and mailing address of the company's principal office where the agent is located is 2301 N.E. Second Street, Apartment 3, Pompano Beach, Florida 33062.

This statement is to acknowledge that, as indicated above, MAARCS, L.C. has appointed me, Andre J. Perrin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 12/28/99

  
Andre J. Perrin

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 1999, by Andre J. Perrin, registered agent on behalf of MAARCS, L.C., a limited liability company. He is personally known to me or has produced Driver License as identification.

  
Notary Public

My commission expires:

OFFICIAL NOTARY SEAL  
MICHAEL ALAN FREELING  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC762032  
MY COMMISSION EXP. JULY 23, 2002