

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32302
(850) 224-8800 • 1-800-322-8002 • Fax (850) 224-2222

L00000006372

m.L. Niro, L.C.

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ L.C. File cert
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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TALLAHASSEE FLORIDA
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

5P

Signature

Requested by:

WC 6/2/00 9:43
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION
OF
M.L. NIRO, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be M.L. NIRO, L.C. (Company).

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 2740 Grove Place, Sarasota, Florida 34239.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Lance G. Nicholas, 2740 Grove Place, Sarasota, Florida 34239.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash and property set forth in the records of the company.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other

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members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and the affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the company are:

Michael L. Rottner

3360 Merganser Lane
Alpharetta, Georgia 30022

Lance G. Nicholas

2740 Grove Place
Sarasota, Florida 34239

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Santa Rosa Beach, Florida, on the 8th day of May, 2000.



Michael L. Rottner



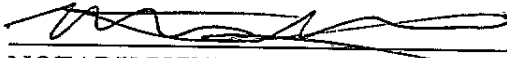
Lance G. Nicholas

STATE OF
COUNTY OF

Sworn to and subscribed before me this 8 day of May, 2000, by Michael L. Rottner who is personally known to me, or produced _____ as _____

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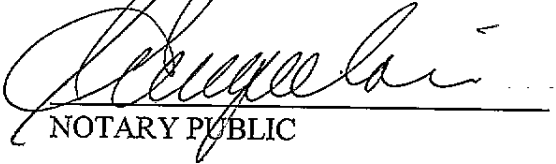
identification.



NOTARY PUBLIC
Notary Public, Fulton County, Georgia
My Commission Expires June 18, 2002

STATE OF
COUNTY OF

Sworn to and subscribed before me this 3 day of May, 2000, by Lance G. Nicholas who is personally known to me, or produced _____ as identification.

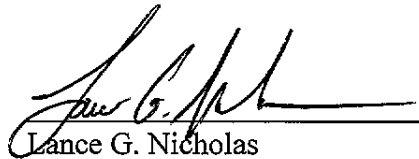

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of M.L. NIRO, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above state company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligation of the position of registered agent.



Lance G. Nicholas
Registered Agent

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