

L000000007116

MS Holdings, LLC
600 North Goldenrod Road,
Orlando, FL 32807

February 28, 2000

Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300003235309--7
-05/02/00--01061-006
***150.00 ***150.00

Subject: Articles of Organization and Conversion for MS Holdings, LLC.

Dear Sir/ Madam,

Enclosed please find the revised articles of Organization and Conversion for MS Holdings, LLC and a check for \$150.00. If you have any questions please contact my accountant at 407-228-4488.

Sincerely,

John K. Smith

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DIVISION OF CORPORATIONS
00 JUN 19 PM 1:59

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Handwritten signature

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2000

JOHN K SMITH
MS HOLDINGS, LLC
600 NORTH GOLDENROD ROAD
ORLANDO, FL 32807

SUBJECT: MS HOLDINGS, LLC
Ref. Number: W00000012153

We have received your document for MS HOLDINGS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 100A00025794

**MS HOLDINGS, LLC
ARTICLES OF ORGANIZATION
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is MS Holdings, LLC

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 600 N. Goldenrod Road, Orlando, FL 32807.

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the registered agent are:

John K. Smith
600 N. Goldenrod Road
Orlando, FL 32807

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 as provided for in Chapter 608, F.S..



John K. Smith

ARTICLE IV - DURATION

The period of duration for the Limited Liability Company is perpetual.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by certain members and the name and address of such members who are to serve as initial managers are:

John K. Smith, 600 N. Goldenrod Road, Orlando, FL 32807

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Mark Medley, 600 N. Goldenrod Road, Orlando, FL 32807

ARTICLE VI - MEMBERS

The names and addresses of the initial members of the Limited Liability Company are:

John K. Smith, 600 N. Goldenrod Road, Orlando, FL 32807

Mark Medley, 600 N. Goldenrod Road, Orlando, FL 32807

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted with the unanimous consent of all Members.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

Remaining members of the Limited Liability Company shall 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.

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



John K. Smith