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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

46

July 19, 2001

MJH

VIA REGULAR MAIL

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

00955-02827-001076-00671

W01-17288

Re: Articles of Organization for MWC Capital Partners, L.L.C.

400004495494--5
-07/25/01--01058--013
****133.75 ****133.75

Gentlemen:

Enclosed is the original and a copy of the Articles of Organization for MWC Capital Partners, L.L.C., together with a check for \$133.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before July 31, 2001.

Once the Articles of Organization for MWC Capital Partners, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

1 AUG 5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WPWjr/ddd
Enclosures
cc: Maureen D. Christy

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 2001

WILLIAM P. WEATHERFORD, JR.
MARLOWE, APPLETON & WEATHERFORD, P.A.
POST OFFICE DRAWER 2366
WINTER PARK, FL 32790-2366

SUBJECT: MWC CAPITAL PARTNERS, L.L.C.
Ref. Number: W01000017288

We have received your document for MWC CAPITAL PARTNERS, L.L.C. and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

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).

There is a balance due of \$21.25.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 401A00043613

**ARTICLES OF ORGANIZATION FOR
MWC CAPITAL PARTNERS, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is MWC CAPITAL PARTNERS, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 4517 Old Carriage Trail, Oviedo, Florida 32765.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Maureen D. Christy	4517 Old Carriage Trail Oviedo, Florida 32765
William J. Christy	4517 Old Carriage Trail Oviedo, Florida 32765

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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 with the affirmative vote of a majority of the Members.

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 only with the affirmative vote of a majority of the remaining Members.

ARTICLE V.I - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this _ day of July, 2001.


Maureen D. Christy, Member

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 
William P. Weatherford, Jr.

Date: July 19, 2001