

10-22-01 01:29

From-RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.

447-8220

262

2.02/05

E-059

L01000018181

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.
Account Number : 075350000244
Phone : (727) 443-3281
Fax Number : (727) 446-3741

AL

LIMITED LIABILITY COMPANY

MSG Holdings, LLC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

H010001088045

**ARTICLES OF ORGANIZATION
OF
MSG HOLDINGS, LLC.**

The undersigned acting as an Organizer of a limited liability company under the Florida Limited Liability Company Act adopts the following Articles of Organization:

**I.
NAME**

The name of this limited liability company is MSG Holdings, LLC., (hereinafter "Company").

**II.
PURPOSE**

The purpose for which is Company is formed is to engage in any activity permitted under the laws of the State of Florida.

**III.
TERM OF EXISTENCE**

This Company shall begin existence at the date of filing and shall exist perpetually.

**IV.
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 5724 Route 9, New Gretina, NJ, 08224.

**V.
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's registered agent, whose Acceptance of Appointment as Registered Agent is included with these Articles is: R. Carlton Ward, Esquire, 1253 Park Street Clearwater, Florida, 33756.

**VI.
MEMBERS**

There shall be two classes of members as follows:

(a) Capital Members. Capital Members shall be those members contributing capital, in the form of cash, goods and/or services, to the Company. Capital Members shall be entitled to one (1) vote in Member decisions for each Capital Member unit owned.

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(b) Managing Members. Managing Members shall be those members contributing to the management of the Company. Each Managing Member is entitled to one (1) vote in management decisions for each Managing Member unit owned.

(c) Number of Units. There shall be One Thousand (1,000) Capital Member units authorized and One Hundred (100) Managing Member units authorized.

VII.
ADMISSION OF MEMBERS

The Members of the Company may admit additional members, which admission shall require the approval of those Members owning a majority of the Capital Membership units of the Company. Criteria for admission to Membership may be set forth in the regulations of the Company.


VIII.
CONTINUITY

The remaining members of the Company will have the right to continue the business of the Company upon 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 Company.

IX.
MANAGEMENT

The business of the Company will be conducted under the exclusive management of its Managing Members who shall have authority to act for the Company as set forth in the Regulations of the Company. The name and address of the Manager of the Company who shall serve until the first annual meeting of members or until his successor is elected and qualified is John L. Merrett, 5724 Rout 9, New Gretina, New Jersey, 08224.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18 day of October, 2001.


R. Carlton Ward, Organizer

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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From-RICHARDS GILKEY ATTYS

727-447-8830

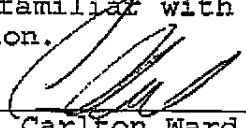
T-262 P.05/05 F-859

H010001088045

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, R. Carlton Ward, accept the appointment as registered agent of the Company, and state that I am familiar with and accept the duties and obligations of that position.

Date: Oct 18, 2001



R. Carlton Ward, Registered
Agent

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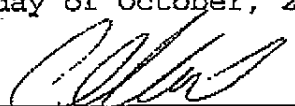
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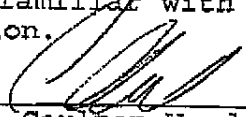
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Date: Oct 15, 2001


R. Carlton Ward, Registered Agent

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