



LD10000021841

ACCOUNT NO. : 072100000032

REFERENCE : 364288 81507A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 155.00

ORDER DATE : December 13, 2001

ORDER TIME : 4:05 PM

ORDER NO. : 364288-005

CUSTOMER NO: 81507A

200004725832--0

CUSTOMER: Ms. Annette Wilson
Lyons,beaudry & Harrison, P.a.

1605 Main Street, Suite 1111

Sarasota, FL 34236

DOMESTIC FILING

NAME: MIPEC, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED
01 DEC 14 AM 8:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 DEC 14 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

WAL-2861

JP
12-17



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2001

CSC
SARA LEA

SUBJECT: MIPEC, L.L.C.
Ref. Number: W01000028618

We have received your document for MIPEC, L.L.C. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

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

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00065754

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF MIPEC, L.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 MIPEC, L.L.C. and its principal office and mailing address shall be located at 3035 Bayshore Road in the City of Sarasota, County of Sarasota, State of Florida, 34234; 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.
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.
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.

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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.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until their successor(s) are elected and qualified are as follows: BARBARA LANG and KLAUS LANG, 3035 Bayshore Road, Sarasota, FL 34234.

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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
DURATION

This limited liability company shall exist until June 1, 2020, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is LYONS, BEAUDRY & HARRISON, P.A., 1605 Main Street, Suite 1111, City of Sarasota, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is JOHN J. LYONS.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MIPEC, L. L.

Executed by the undersigned at
on Dec 7, 2001.

Barbara Lang
Barbara Lang

Christian Lang
Christian Lang

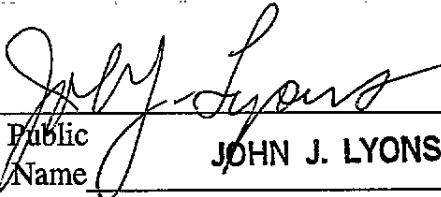
Klaus Lang
Klaus Lang

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STATE CLERK OF FLORIDA
TAMPA, FLORIDA

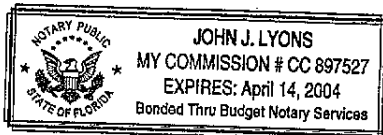
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AND
FILED

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7 day of ^{Dec.} July, 2001,
by Klaus Lang, who is personally known to me or who produced N/A as
identification.


Notary Public
Printed Name JOHN J. LYONS

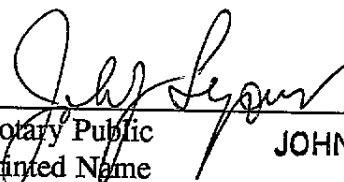
My Commission Expires:



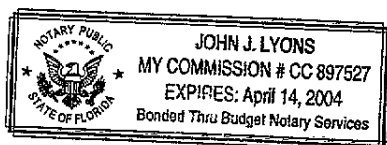
APPROVED
AND
FILED
01 DEC 14 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of Dec 2001,
by **Christian Lang**, who is personally known to me or who produced
N/A as identification.

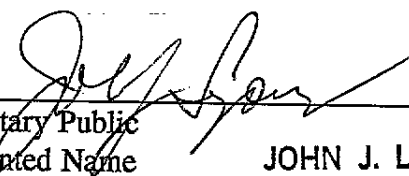

Notary Public
Printed Name JOHN J. LYONS

My Commission Expires:

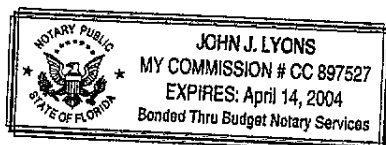


STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of Dec 2001,
by **Barbara Lang**, who is personally known to me or who produced
as identification.


Notary Public
Printed Name JOHN J. LYONS

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Section 608.415, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **MIPEC, L. L. C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at the City of Sarasota, County of Sarasota, State of Florida, has named **John J. Lyons, Esq., Lyons, Beaudry & Harrison, P.A., 1605 Main Street, Suite 1111, Sarasota, FL 34236**, County of Sarasota, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby state that I am familiar with the obligations of said position and accept to act in this capacity and agree to comply with the provision of said Act.


JOHN J. LYONS, ESQ.
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA