

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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MRS LLC

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***160.00 ***160.00

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ 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

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Signature

Requested by:

Name *[Signature]* Date 2/25 Time 10:00

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ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION OF M.R.S. , L.L.C.

Pursuant to Florida Statute § 608.401 et seq. (1999) and Florida Statute § 621.01 et seq. (1993) and as thereafter amended, the undersigned certifies that we have associated ourselves together for the purpose of becoming a professional limited liability company under the law, 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 is: M.R.S., L.L.C., and its principal office shall be located at 1440 Coral Ridge Drive, Suite 161, in the City of Coral Springs, State of Florida, 33071, 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

MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1440 Coral Ridge Drive, Suite 161, in the City of Coral Springs, County of Broward, 33071, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III

PURPOSES AND POWERS

The purpose of this Limited Liability Company is to engage in the lawful

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performance of recycling services, and accordingly,

To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the Limited Liability Company purposes which is not forbidden by Florida laws or by the provisions of these Articles of Organization.

The purposes of this Limited Liability Company shall be carried out only through its member(s), manager(s), employee(s), and agent(s), each of whom is legally qualified to render recycling services in the State of Florida. Additionally this Limited liability Company is authorized to:

1. To engage in any activity or business authorized under the Florida Statutes as related to recycling services.

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 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 or 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.

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

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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 this connection 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 or liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE PURSUANT TO FLORIDA STATUTE § 608.407(R) AND § 608.415 (1999).

The limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is M.R.S., L.L.C.

The name of the registered agent for M.R.S., L.L.C., is Richard J. DeSanto, Esquire and the street address of the company's registered office where the registered agent is located is Northern Trust Bank Tower, 2601 East Oakland Park, Boulevard, Suite

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501, Fort Lauderdale, Florida 33306.

This statement is to acknowledge that, as indicated above, M.R.S., L.L.C., has appointed me, Richard J. DeSanto, Esquire, as its registered agent to accept service of process for the Limited Liability Company at the place designated above in the certificate. I accept this 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 provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept obligations of my position as registered agent, pursuant to Chapter 608, Florida Statutes.

Dated: February 22, 2002


RICHARD J. DESANTO, ESQUIRE

ARTICLE V

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 in the regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE VI

MANAGEMENT

Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

Name: FRANK A. FORTUNATO
Address: 1440 CORAL RIDGE DRIVE-SUITE 161
CORAL SPRINGS, FLORIDA 33071

Name: WALLACE C. DARLING, II
Address: 1440 CORAL RIDGE DRIVE-SUITE 161
CORAL SPRINGS, FLORIDA 33071

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Name: FRANK J. FORTUNATO, JR.
Address: 1440 CORAL RIDGE DRIVE-SUITE 161
CORAL SPRINGS, FLORIDA 33071

ARTICLE VII

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 in accordance with the applicable provisions of the L.L.C. Operating Agreement.

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 VIII

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1.00 per membership unit shall be paid to the Limited Liability Company by the members, in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IX

PROFITS AND LOSSES

1. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to a share of the net profit in accordance with the applicable provisions of the

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L.L.C., Operating Agreement.

The distributive share of the profits shall be determined and paid to the members in accordance with the applicable provisions of the L.L.C. Operating Agreement .

(b) *Losses.* All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the income of the business, or, if these sources are insufficient to cover such losses, by the members in accordance with the L.L.C. Operating Agreement.

ARTICLE X

DURATION

This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE XI

The effective date of the Limited Liability Company is the date these Articles of Organization are filed with the Florida Department of State.

The foregoing Articles of Organization of M.R.S., Limited Liability Company have been executed by the undersigned member at Law Offices of Richard J. DeSanto, Esquire, Northern Trust Bank Tower, 2601 East Oakland Park Boulevard, Suite 501, Fort Lauderdale, Florida 33306, on the date indicated below.

In accordance with section §608.408(3)(1999) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: 2-22-02


FRANK A. FORTUNATO, MEMBER

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