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Patricia Pigato

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 24 AM 8:33

FILED

ORDER DATE : May 24, 2002

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CUSTOMER NO: 8666A

CUSTOMER: William A. Wares, Esq
William A. Wares, Esq

800005610698-- 4

4407 Carrollwood Village Dr.

Tampa, FL 33624

DOMESTIC FILING

NAME: MRIK, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 MAY 24 PM 2:00

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ARTICLES OF ORGANIZATION

OF

MRIK, L.L.C.

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

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**ARTICLE I
NAME**

The name of the limited liability company shall be:

MRIK, L.L.C.

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the limited liability company shall be from the date of filing until the first to occur of the following:

(a) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State, or

(b) Dissolution of the limited liability company by law or in accordance with the regulations adopted by the limited liability company.

**ARTICLE III
PURPOSES**

The initial purpose of the limited liability company is to engage in the business of employee leasing, but the limited liability company may engage in the transaction of any and all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV
STREET ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the limited liability company is 4508 Oak Fair Boulevard, Suite 270, Tampa, Florida 33610, and the mailing address of the limited liability company is 4508 Oak Fair Boulevard, Suite 270, Tampa, Florida 33610.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 4508 Oak Fair Boulevard, Suite 270, Tampa, Florida 33610, and the name of its initial registered agent is William Scott Wells. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VI
ADDITIONAL CONTRIBUTIONS

Additional contributions to the limited liability company are contemplated at this time, but their amount has not yet been determined. Additional contributions, if any, will be made by the members as provided in the regulations.

ARTICLE: VII
MANAGEMENT

The company is to be a manager-managed company. All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of, the managers of the limited liability company. The Board of Managers shall consist of one (1) person elected by a majority vote in interest of the members of the limited liability company. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed for cause as provided in the Regulations of the limited

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liability company. The name and current address of the manager who is to serve as manager until the first annual meeting of members or until its successors are elected and qualify are as follows:

MGI Holdings, LLC
4508 Oak Fair Boulevard
Suite 270
Tampa, Florida 33610

ARTICLE VIII OWNERSHIP

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The name and current address of each initial member is as follows:

MGI Holdings, LLC
4508 Oak Fair Boulevard
Suite 270
Tampa, Florida 33610

ARTICLE IX CONTINUITY OF BUSINESS

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 limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued in accordance with the regulations.

ARTICLE X RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company except in accordance with the regulations. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's

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interest in the limited liability company may not be sold or otherwise transferred except in accordance with regulations of the limited liability company.

ARTICLE XI REGULATIONS

The manager of the limited liability company shall adopt regulations that shall also act as the operating agreement of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the manager of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

ARTICLE XII ACKNOWLEDGMENT

The undersigned, being one of the members of the limited liability company, does hereby certify that the foregoing constitutes the proposed Articles of Organization of MRIK, L. L. C. These Articles of Organization may be amended from time to time in the manner now or hereafter

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prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 13th day of May, 2002.

MGI Holdings, L. L. C.,
a Montana limited liability
company,

BY: 
Manager

"MEMBER"

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MGI, L. L. C., the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 13 day of May, 2002.


William Scott Wells

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