

**CAPITAL CONNECTION, INC.**

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

**L0200000/4635**

**m.r.s., L.L.C.**

500005763195--9

-06/12/02--01047--027

\*\*\*125.00 \*\*\*125.00

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2002 JUN 12 PM 1:29  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

- RECEIVED  
02 JUN 12 AM 11:25  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS
- ☐ 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
  - ☐ Courier

Signature \_\_\_\_\_

Requested by: **JPW**

Name \_\_\_\_\_

Date **6/12**

Time **10:45**

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

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

(A Florida Limited Liability Company  
pursuant to F.S. 608.401 et seq.)

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We, the undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

**ARTICLE I**

The name and address of the limited liability company is **M.R.S., L.L.C., 265 Barefoot Beach Blvd., PH2, Bonita Springs, Florida 34134**. This address shall be used as both the principal and mailing address of the company.

**ARTICLE II**

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State and shall expire on 31 December 2031, unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.


**ARTICLE III**

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

**ARTICLE IV**

The name and the Florida street address of the registered agent is **Richard D. Cimino, 3838 North Tamiami Trail, Suite 410, Naples, Collier County, Florida 34103**.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
Richard D. Cimino  
Registered Agent's Signature

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#### ARTICLE V

The business of the company shall be managed by the manager who shall have the power to make, alter and repeal the Operating Agreement of the company in the manner provided therein. In the event any member is not a natural person, then such members may designate one or more individuals to represent such members in the management of the company.

#### ARTICLE VI

The initial members and their addresses are:

- ◆ William W. Rauschelbach, 265 Barefoot Beach Blvd., PH2, Bonita Springs, FL 34134
- ◆ John Scavuzzo, 261 Barefoot Beach Blvd., PHII, Bonita Springs, FL 34134
- ◆ Phil McCoy, 262 Barefoot Beach Blvd., #604, Bonita Springs, FL 34134

#### ARTICLE VII

The members shall not be subject to the payment of company debts to any extent whatsoever.

#### ARTICLE VIII

No other persons or entities may be admitted as a member of the company without the prior written consent of all members then existing. No member may assign, convey or transfer membership in the company without the prior written consent of each other member, except as may be provided in the Operating Agreement.

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**ACKNOWLEDGMENT**

STATE OF FLORIDA

SS.

COUNTY OF COLLIER

**BE IT REMEMBERED**, that on this 13 day of May, 2002, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came **William W. Rauschelbach**, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



*Dendle Fleming Miller*  
Notary Public - State of Florida

*Dendle Fleming Miller*  
Notary Public - Printed Name

My Commission Expires: 3-23-03

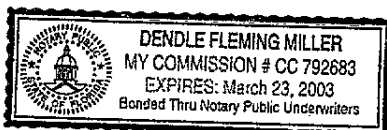
STATE OF Florida

SS.

COUNTY OF Lee

**BE IT REMEMBERED**, that on this 13 day of May, 2002, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came **John Scavuzzo**, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



*Dendle Fleming Miller*  
Notary Public - State of Florida

*Dendle Fleming Miller*  
Notary Public - Printed Name

My Commission Expires: 3-23-03

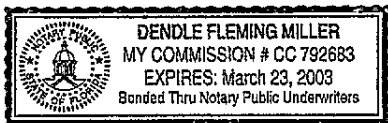
STATE OF Florida

SS.

COUNTY OF Lee

BE IT REMEMBERED, that on this 13 day of May, 2002, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came **Phil McCoy**, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



Dendle Fleming Miller  
Notary Public - State of Florida

Dendle Fleming Miller  
Notary Public - Printed Name

My Commission Expires: 3-23-03

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**ARTICLE IX**

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a member's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the members elect to continue the company in accordance with the terms of the Operating Agreement.

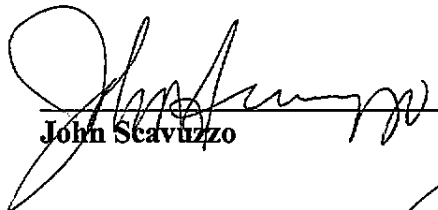
**ARTICLE X**

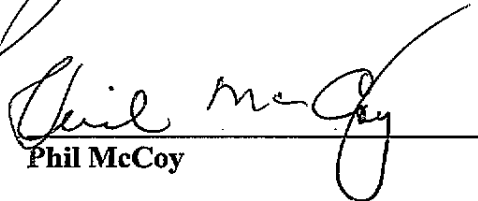
For federal and state income tax purposes the company intends and elects to be classified as a partnership.

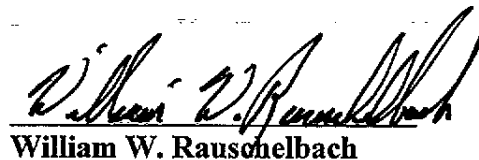
**ARTICLE XI**

As used herein the term "Majority in Interest" shall mean any group of the members (excluding any member who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage Interest of any member who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

9<sup>th</sup> IN WITNESS WHEREOF, the members have executed this instrument this  
day of May, 2002.

  
John Scavuzzo

  
Phil McCoy

  
William W. Rauschelbach

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