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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MTM, SERVICES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

OF

MTM SERVICES, LLC

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The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company shall be: MTM SERVICES, LLC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this limited liability company is any lawful activity or business which has to do with Consulting.

ARTICLE III. TERM OF EXISTENCE

This limited liability company shall have perpetual existence.

ARTICLE IV. ADDRESS

The initial address of the principal and registered office of this limited liability company is to be:

1525 N.W. 165th Street, Suite 200

Miami, Florida 33169

Telephone: 305-913-4000

Facsimile: 305-913-4026

The Board of Directors may from time to time designate such other address and place for the principal office of this limited liability company as it may see fit.

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ARTICLE V. MANAGEMENT

This limited liability company is to be managed by the members and the names and addresses of the managing members are:

1. Anthony Petrono, Chief Executive Officer
11550 S.W. 22nd Court
Davie, Florida 33325
2. Michael Noshay, Executive President
7504 Appalachian Lane
Parkland, Florida 33067
3. Mike Morry, Executive Vice President
801 N.E. 97th Street
Miami Shores, Florida 33138

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ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be: 1/3 is required by unanimous vote.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the limited liability company shall be: 1/3 is required by unanimous vote.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

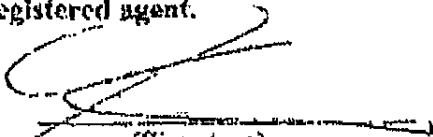
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

- 1. The name of the limited liability company is: **MTM, SERVICES, LLC.**
- 2. The name and address of the registered agent and office is:

Alvin E. Entin
Entin, Margules & Della Fera, P.A
AutoNation Tower, Suite 1970
110 Southeast Sixth Street
Fort Lauderdale, Florida 33314
Telephone: (954) 761-7201
Facsimile: (954) 767-8343

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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.


 (Signature)

10/21/02.
 (Date)

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