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TRENAM KEMKER

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LIMITED LIABILITY COMPANY

M & S Holding, LLC

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

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ARTICLES OF ORGANIZATION**OF****M & S HOLDING, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I**Name**

The name of this limited liability company (the "Company") shall be:

M & S Holding, LLC =

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ARTICLE II**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Company shall be:

1463 Oakfield Drive
Suite 102
Brandon, Florida 33511

ARTICLE III**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 101 E. Kennedy Blvd., Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be Nelson T. Castellano. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of the Company

The management of the Company shall be vested in its members. Accordingly, the Company shall be a member-managed company.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Nelson T. Castellano
Authorized Representative

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M & S HOLDING, LLC**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 11th day of November, 2002.


Nelson T. Castellano02 NOV 12 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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