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BRADLEY W. HOGREVE, P.A.

ATTORNEY AT LAW
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1734 Main Street
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November 7, 2002

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

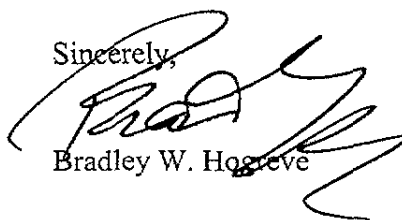
Re: Articles of Organization/ MPS Investments, L.C.C.

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for MPS Investments, L.L.C., together with a check for \$155.00 for the filing fee, designation of registered agent, and the certified copy of the articles.

If you should have any questions, please do not hesitate to contact me.

Sincerely,



Bradley W. Hogreve

BWH/klz

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ARTICLES OF ORGANIZATION

MPS INVESTMENTS, L.L.C.

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. **Name.** The name of the limited liability company is MPS INVESTMENTS , L.L.C..
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principal Office.** The address of the principal office and the mailing address of the limited liability company is 1267 Port Lane, Sarasota, Florida 34242. The name and address of the registered office of the limited liability company is: Bradley W. Hogreve, P.A., 1734 Main Street, Sarasota, FL 34236.
4. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
5. **Period of Duration.** The period of duration shall be perpetual.
6. **Management.** Management of the Limited Liability Company at the time of formation is reserved for those whose names and addresses are as follows:

Initial Managers:

KIM ASSOCIATES, INC.
1267 Port Lane
SARASOTA, FL 34242

Mid Ohio Securities Corp.,
custodian FBO Joseph Somario IRA
6 State Park Road
Hull, MA. 02045

Vincent Porciello
1267 Port Lane
Sarasota, FL 34242

Pearl Vasconcellos
(Non member)
6 State Park Road
Hull, MA. 02045

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7. **Additional Members.** The names and addresses of additional members(s) are as follows:

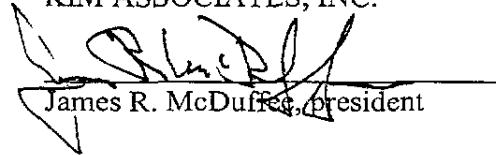
NONE

8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

9. **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue 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 a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 1st day of April, 2002.

KIM ASSOCIATES, INC.



James R. McDuffee, president

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME the undersigned authority, personally appeared JAMES R. MCDUFFEE, as president of KIM ASSOCIATES, INC. who is well known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledges before me according to law the execution of the same for the uses and purposes stated therein.

IN WITNESS, I have hereunto set my hand and my official seal, in said County and State this 7th day of Nov, 2002.


Notary Public

 Bradley W Hogreve
My Commission CC834047
Expires May 25, 2003

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

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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 to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is MPS INVESTMENTS, L.L.C.
2. **Registered Office.** The address of the registered office of the limited liability company is 1734 Main Street, Sarasota, FL 34236.
3. **Registered Agent.** BRADLEY W. HOGREVE, ESQ., is appointed, and by his signature below accepts appointment, to act as the Registered agent of MPS INVESTMENTS, L.L.C..

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.


BRADLEY W. HOGREVE, ESQ.

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