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March 5, 2003

REPLY TO: Port Charlotte

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

Re: MRM, LLC.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Organization of the above-referenced corporation, Designation of Registered Agent and Registered Office and our firm's check in the sum of \$125.00 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of the Articles and receipt at your earliest convenience.

If you have any questions, please feel free to contact my office. Thank you for your assistance in this matter.

Very truly yours,

WILKINS, FROHLICH, JONES,  
HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell

WKR:nle  
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**MRM, LLC.**

Pursuant to Section 608.407, Florida Statutes, these Articles of Organization for a limited liability company provide that:

**ARTICLE I - NAME**

The name of the limited liability company is MRM, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 301 W. Olympia Avenue, Punta Gorda, Florida 33950.

**ARTICLE III - REGISTERED AGENT**

The name and street address of the initial registered agent for service of process is MICHAEL R. MARKGRAF, 301 W. Olympia Avenue, Punta Gorda, Florida 33950.

**ARTICLE IV - MANAGEMENT**

The Company shall be a member managed company.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

A new member may be admitted into the Company only if: (i) all the other members approve of such admission; and (ii) said new member executes such instruments as the other members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted to be bound by all of the covenants, terms and conditions of this agreement then in effect. Said new member shall receive a capital interest and an interest in the net profits and net losses and cash flow of the Company in an amount to be determined by all the other members at the time of said admission.

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**ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS**

Any rights of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion or bankruptcy or the occurrence of any other event which terminates the continued membership of a member in the Company shall be provided in the Company Operating Agreement.

**ARTICLE VII - DURATION**

The duration of this Company shall be perpetual.

**ARTICLE VIII - PURPOSE**

The purpose for which this Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Section 608.403 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned, has hereunto subscribed his name and affixed his seal this 3 day of March, 2003.

Witnesses:

Conrad Joseph  
Beverly Satter

Michael R. Markgraf  
Michael R. Markgraf

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA:  
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Michael R. Markgraf to me known to be the person described as incorporator or who has produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Organization, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 3 day of March, 2003.



NOTARY PUBLIC:

Cindy D Joseph  
Sign

Cindy D Joseph  
Print Name

CC926975  
Commission No.

My commission expires: 8-3-2004

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TALLAHASSEE, FLORIDA

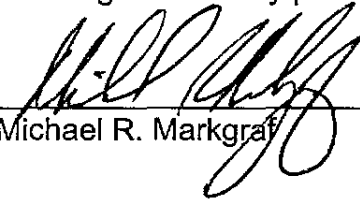
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 MRM, LLC.
2. The name and address of the registered agent and office is: MICHAEL R. MARKGRAF, 301 w. Olympia Avenue, Punta Gorda, Florida 33950.

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.

  
\_\_\_\_\_  
Michael R. Markgraf

Dated: 3/3/03

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TALLAHASSEE, FLORIDA

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