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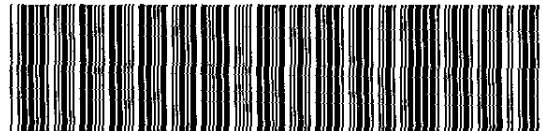
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CAPITAL CONNECTION, INC.

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MBC Acquisitions LLC

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UCC 11 Retrieval

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ARTICLES OF ORGANIZATION
OF
MBC ACQUISITIONS, L.L.C.
(a Florida Limited Liability Company)

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MBC ACQUISITIONS, L.L.C. and its principal office shall be located at 429 10th Ave. W. in the City of Palmetto, County of Manatee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or

under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of the majority-in-interest of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed initially by 1 manager. The persons who serve as managers and the number of managers may be increased or decreased from time to time by resolution of the majority-in-interest of the members. The name and address of the person who shall serve until their successors are elected and qualified is as follows:

GARY COMP
2333 Aubrey Lane
Sarasota, Fl 34231

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except upon written consent of a majority of the members. For purposes of this paragraph only, a majority of the members shall mean the affirmative vote of a majority of all members, where each member has one vote.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI MEMBERS

The initial members of the Limited Liability Company are as follows:

GARY J. MONTIN
4111 5th Ave. W.
Palmetto, Fl 34221

GARY COMP
2333 Aubrey Lane
Sarasota, Fl 34231

MICHAEL BURTON
806 25th Ave. W.
Palmetto, Fl 34221

ARTICLE VII. CAPITAL CONTRIBUTIONS

Initial capital contributions shall be paid to the limited liability company by the members as set forth below. Additional contributions will be made as required for investment purposes, as determined by consent of a majority of the members. For purposes of this paragraph only, a majority of the members shall mean the affirmative vote of a majority of all members, where each member has one vote. Members will make contributions in proportion to their interest as set forth in Article VIII:

GARY MONTIN	\$51.00	Cash
GARY COMP	\$24.50	Cash
MICHAEL BURTON	\$24.50	Cash

ARTICLE VIII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

GARY MONTIN	51%
GARY COMP	24.5%
MICHAEL BURTON	24.5%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, or on such other dates as the members shall determine.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following percentages:

GARY MONTIN	51%
GARY COMP	24.5%
MICHAEL BURTON	24.5%

ARTICLE IX DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE X INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 429 10th Ave. W., City of Palmetto, County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is MICHAEL BURTON.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MBC ACQUISITIONS, L.L.C.

Executed by the undersigned at Bradenton, Manatee County, Florida on the 12 day of January, 2004.


GARY MONTIN, Member


GARY COMP, Member

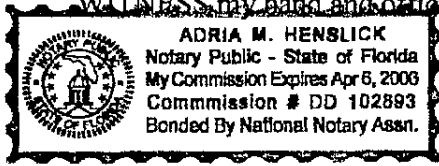

MICHAEL BURTON, Member

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared GARY MONTIN, to me known to be the person who executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced _____ for identification and did not take an oath.

WITNESS my hand and official seal this 12th day of January 2004.



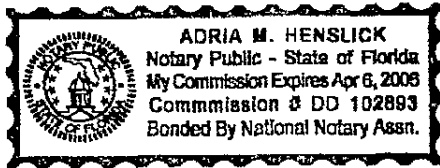
Adria M. Henslick (Seal)
Notary Public

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared GARY COMP, to me known to be the person who executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced _____ for identification and did not take an oath.

WITNESS my hand and official seal this 12th day of January 2004.



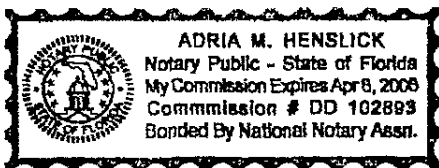
Adria M. Henslick (Seal)
Notary Public

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared MICHAEL BURTON, to me known to be the person who executed the foregoing and she acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced _____ for identification and did not take an oath.

WITNESS my hand and official seal this 12th day of January 2004.



Adria M. Henslick (Seal)
Notary Public

DESIGNATION OF REGISTERED AGENT AND OFFICE

State of Florida

County of MANATEE

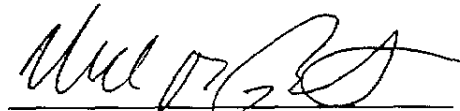
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MBC ACQUISITIONS, L.L.C.

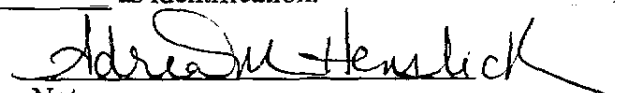
The name of the registered agent for MBC ACQUISITIONS, L.L.C. is MICHAEL BURTON and the street address of the company's principal office where the agent is located is 429 10th Ave. W., Palmetto, FL 34221.

This statement is to acknowledge that, as indicated above, MBC ACQUISITIONS, L.L.C. has appointed me, MICHAEL BURTON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated the 12th day of JANUARY, 2004.


Registered Agent

The foregoing instrument was acknowledged before me this 12th day of January, 2004 th by MICHAEL BURTON, agent on behalf of MBC ACQUISITIONS, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


Notary

