

L04000007705

Sonya Daws

(Requestor's Name)

3116 Capital Circle NE, Suite 5

(Address)

(Address)

Tallahassee, FL, 32308

(City/State/Zip/Phone #) 668-5246

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MMG, LLC

(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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04

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TALLAHASSEE, FLORIDA

[Handwritten signature]

SONYA DAWS, P.A.

Attorney at Law

3116 Capital Circle N.E., Suite 5

Tallahassee, FL 32308

Office (850) 668-5246

Fax (850) 668-5613

Wednesday, January 28, 2004

Via Hand-Delivery

Department of Corporations

Re: MMG, LLC

To Whom It May Concern:

Regarding the above referenced transaction, please find enclosed herewith the following:

- Articles of Organization of MMG, LLC for filing
- Our Check #1657 in the amount of \$125.00 made payable to:
Florida Department of State

If you have any questions in regards to this or any other matter please feel free to call our office. Thank you.

Sincerely,



Larissa Williams
Legal Assistant

04 JAN 28 PM 6:06
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION OF
MMG, LLC**

FILED
JUN 28 PM 6:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Organization 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. I 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 MMG, LLC, and its principal office shall be located at 1901 Hill Street, Jacksonville, Florida, 32202.

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 to 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 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 managing member of this limited liability company. This Article may be amended from time to time in the

regulations of the limited liability company by a majority of the voting interest in the limited liability company. A majority vote for this limited liability company shall be fifty-seven percent (57%) of the voting interest.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one (1) manager. The initial managing member shall be Paul W. Gilbert, whose address is 1901 Hill Street, Jacksonville, Florida 32202. The members may elect a successor managing member annually at the annual membership meeting.

ARTICLE V

MEMBERSHIP RESTRICTIONS

All members shall have the right to admit new members by a majority vote. 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 as set forth in the Operating Agreement of the limited liability company.

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 by a majority vote agreeing to same.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions to the limited liability company initially by each member are as follows:

J.D. Mitchell	\$ 650.00
D.A. Morris	\$ 250.00
Paul W. Gilbert	\$ 50.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

MEMBERS OWNERSHIP PERCENTAGES

The ownership percentage in this limited liability company of each member is as follows:

- J.D. Mitchell - 65%
- D.A. Morris - 25%
- Paul W. Gilbert - 5%
- Reserved for future employees - 5%

ARTICLE VIII

PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 1, 2004.

ARTICLE IX

DURATION

This limited liability company shall exist until January 1, 2034, or until dissolved in a manner provided by law, or as provided in 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 1901 Hill Street, Jacksonville, Florida 32202, and the name of the company's initial registered agent

and address is Paul W. Gilbert, 1901 Hill Street, Jacksonville, Florida 32202.

The undersigned, being the original managing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MMG, LLC.

Executed by the undersigned at 1901 Hill St., Jacksonville, FL
on December 29, 2003.

MMG, LLC

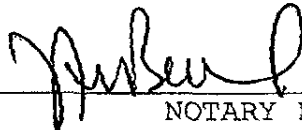
By: Paul W. Gilbert
Paul W. Gilbert
Managing Member

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority , personally appeared Paul W. Gilbert, who is known to me to be the person who executed the foregoing Articles of Organization or who has produced personally known as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 29th day of December, 2003, at 1901 Hill Street, Jacksonville, Florida.



NOTARY PUBLIC:

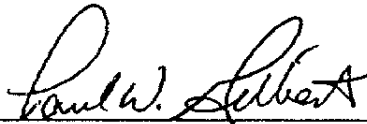


Nissa A Beecher
My Commission DD165886
Expires November 17 2006

CERTIFICATE OF REGISTERED AGENT

MMG, LLC, located at 1901 Hill Street, Jacksonville, Florida, 32202, names Paul W. Gilbert as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 1901 Hill Street, Jacksonville, Florida 32202.

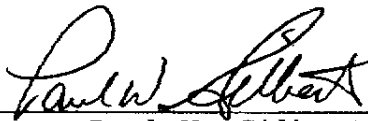
DATED this 29th day of December, 2003.



Paul W. Gilbert

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 29th day of December, 2003.



Paul W. Gilbert