

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L05000032840
FILED 8:00 AM
April 04, 2005
Sec. Of State
Irrivers**

Article I

The name of the Limited Liability Company is:

MGR - POWER HOLDINGS LLC.

Article II

The street address of the principal office of the Limited Liability Company is:

384 GERMAIN AVE
NAPLES, FL. 34108

The mailing address of the Limited Liability Company is:

384 GERMAIN AVE
NAPLES, FL. 34108

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

G.R. WOITZIK, P.A.
9000 GULFSHORE DRIVE
NAPLES, FL. 34108

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.

Registered Agent Signature: ROBERT WOITZIK

Article V

The name and address of managing members/managers are:

Title: MGR
ROBERT DALY
152 CONNERS AVE
NAPLES, FL. 34108

Title: MGR
MICHAEL RIVERA
P.O. BOX 73
ESTERO, FL. 33928

Title: MGR
G.R. WOITZIK, P.A.
384 GERMAIN AVE
NAPLES, FL. 34108

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Article VI

The effective date for this Limited Liability Company shall be:

04/04/2005

Signature of member or an authorized representative of a member

Signature: ROBERT WOITZIK