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THOMPSON & FOOTE, P.A.

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Board Cartified in Real Estate DENNIS P. THOMPSON TELEPHONE (727) 449-1212 FACSIMILE (727) 446-3043 Of Counsel
LARRY K. MEYER, P.A.
Florida Bar Board Cartified Wills,
Trusts and Estate Planning
Fellow, American College of Trust
and Estate Counsel (ACTEC)

February 14, 2005

Florida Department of State Corporations Division Registration Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

Re: Articles of Organization for MNA, LLC

Dear Sir/Madam:

Enclosed for filing with your office please find the Articles of Organization and Designation of Registered Agent for the above limited liability company.

We are also enclosing our check in the amount of \$155.00 which represents the following fees:

Filing fee 125.00 Certified copy of Articles of Organization 30.00

Please forward the certified copy of the Articles of Organization to this office. Thank you for your cooperation.

Control of

Very truly yours,

Dennis P. Thompson

DPT:caw Enclosures

cc: Ms. Marisa Rugo

ARTICLES OF ORGANIZATION OF MNA, LLC,

a Florida Limited Liability Company

ARTICLE I

NAME, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MNA, LLC, and its mailing address and street address of its principal office is 32 Valencia Circle, Safety Harbor, FL 34695, but it shall have the power and authority to move its principal office or to establish branch offices at any other place or places as the members may designate.

ARTICLE II

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Marisa Rugo 32 Valencia Circle Safety Harbor, FL 34695

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE III

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 law of the State of Florida.
- 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; 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 to 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 to 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 IV

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 unanimous vote of the members of the limited liability company.

ARTICLE VI

MANAGEMENT

This limited liability company shall be managed by it sole member (the managing member), who shall have full authority to act on behalf of the limited liability company.

ARTICLE VII

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 with unanimous written consent of all members.

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 VIII

CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate of \$100 cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Member will make contributions in equal shares.

ARTICLE IX

NAME AND ADDRESS OF MANAGING MEMBER

The name and address of the managing member is: Marisa Rugo, 32 Valencia Circle, Safety Harbor, FL 34695.

ARTICLE X

DURATION

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

ARTICLE XI

INDEMNIFICATION

The managing of this limited liability company shall be indemnified as of right to the fullest extent permitted by current or future legislation or by current or future judicial or administrative decisions against any fine, liability, cost, or expense, including attorneys' fees, asserted against or incurred by the manager. The limited liability company can agree to grant the same right of indemnification to other agents or employees of the limited liability company and to persons serving at the request of the limited liability company as its representative in the position of a director, officer, agent, or employee of another enterprise. The right of indemnification shall extend to the heirs, personal representatives, and estate of each person granted the right pursuant to the preceding sentences. The right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The limited liability company may maintain insurance at its expense to protect itself and any such person against any fine, liability, cost, or expense, whether or not the limited liability company would have the legal power to directly indemnify the person against that liability.

In witness whereof, the undersigned have caused these Articles to be signed this __/S ___ day of February, 2006.

Marisa Rugo, Authorized Representative

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

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