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TALLAHASSEE, FLORIDA

L06-29137

Mellor and Grissinger

ATTORNEYS AT LAW

CORD C. MELLOR
Board Certified Wills, Trusts & Estates

DOUGLAS W. GRISSINGER
Trial Practice
Also Admitted District of Columbia

Monday, 13 March 2006

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF ORGANIZATION OF MSIP MANAGEMENT, L.L.C.

Gentlemen:

Enclosed please find ARTICLES OF ORGANIZATION MSIP MANAGEMENT, L.L.C., a new Florida corporation. Please file same and return to this office a certified copy. Enclosed is a check for $155.00 in payment of all costs.

Thank you for your prompt attention herein.

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2006 MAR 15 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,
MELLOR & GRISSINGER

Oksana Lesko
Secretary for
Cord C. Mellor

/ol
Encls.
File No.: 050361

cc: Mikhail Sergatiouk and Irina Polonsky

13801 Tamiami Trail, Suite D, North Port, FL 34287
(941) 426-1193 • Fax (941) 426-5418
www.northportlaw.com

ARTICLES OF ORGANIZATION OF
MSIP MANAGEMENT, L.L.C.

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 **MSIP MANAGEMENT, L.L.C.**, and its principal office shall be located at **12007 Corsica Lane, North Port, Florida 34287**, 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 unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Mikhail Sergatiouk, 12007 Corsica Lane, North Port, Florida 34287

Irina Polonsky, 12007 Corsica Lane, North Port, Florida 34287

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 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 VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars ($500.00) in cash shall be paid to the limited liability company by each of the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. 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 an equal distributive share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members annually, within thirty days of the conclusion of the fiscal year of the limited liability company. The fiscal year of the limited liability company shall end on 31 December each year.

(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 equal shares.

ARTICLE VIII. DURATION

This limited liability company shall exist until 31 December 2035, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **12007 Corsica Lane, North Port, Florida 34287**, and the name of the company's initial registered agent at that address is **Mikhail Sergatiouk**.

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

Executed by the undersigned at North Port, Florida on 13 March, 2006.

Mikhail Sergatiouk

Irina Polonsky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept designation as registered agent for MSIP Management. L.L.C. I am familiar with and accept the obligations of the position of registered agent of this limited liability company. This statement is included to meet the requirements of §§ 608.407(1)(c) and 608.415, Florida Statutes.

03/13/06
Date

Mikhail Sergatiouk

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13 March, 2006, by **Mikhail Sergatiouk,** who is personally known to me.

Sign
NOTARY PUBLIC

CORD C. MELLOR
Comm# DD0288373
Expires 2/23/2008
Bonded thru (800)432-4254
Florida Notary Assn., Inc