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NRC

The Law Office of Leslie Quinn, P.L.

Leslie Quinn **Licensed in Texas and Florida

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Bellevue / Summerfield: (352) 347-6318 / Ocala: (352) 629-1251
Facsimile (352) 307-3473

May 14, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: MBL Technologies, LLC Our File #2007-057

To Whom It May Concern:

Enclosed please find original Articles of Organization of MBL Technologies, LLC. and the Certificate Designating Registered Agent. Also enclosed is our check #1646 in the amount of \$130.00 for the required filing fees. The filing fees are for the following items: \$5.00 for a Certificate of Status and \$125.00 Fee for New Florida/ Foreign LLC. If you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Leslie Quinn

L.Q:hjs

Enclosures

**ARTICLES OF ORGANIZATION
OF
MBL TECHNOLOGIES, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be MBL Technologies, L.L.C..

ARTICLE II -- ADDRESS

The mailing address of the principal office and the street address of the principal office of the limited liability company is 1404 Meadow View Way, The Villages, FL 32159.

ARTICLE III -- PURPOSE

The limited liability company is purposefully organized to operate for any and all lawful purposes.

ARTICLE IV - DURATION

The limited liability company shall commence its existence on the earlier date of May 14th, 2007 or the date these Articles of Organization are filed by the Florida Department of State if filed after May 14th, 2007. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in Operating Agreement.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered agent of the limited liability company in the State of Florida is: Phillip K. Mathias of 1404 Meadow View Way, The Villages, FL 32159.

ARTICLE VI — INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the unanimous written consent of all members who are entitled to vote and on the terms and conditions as shall be determined by the those members or as otherwise provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous consent of all members entitled to vote and on the terms and conditions as shall be determined by those members. A member may also transfer his or her interest in the company only with the unanimous consent of all members entitled to vote or as otherwise provided in the Operating Agreement and only on the terms and conditions as shall be determined by those members. However, except as otherwise set forth in the Operating Agreement, the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all members of the company entitled to vote approve of such participation and allow the transferee to become a member. Such approval must be provided in writing.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless otherwise stated in the Operating Agreement, and only by a unanimous vote of the remaining members.

ARTICLE IX – MEMBERS/MANAGEMENT

The limited liability company shall be initially managed by member managers, Phillip K. Mathias, Valimer Popin, and Ernest H. Handy, and shall continue to be

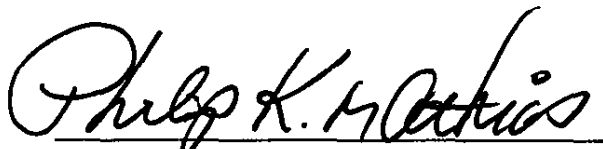
managed by Phillip K. Mathias, Valimer Popin, and Ernest H. Handy unless otherwise mandated in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The addresses of the initial managers are: Phillip K. Mathias of 1404 Meadow View Way, The Villages, FL 32159; Valimer Popin of 1202 El Esparza Lane, The Villages, FL 32159; and Ernest H. Handy of 310 Gonzales Place, The Villages, FL 32159.

ARTICLE X

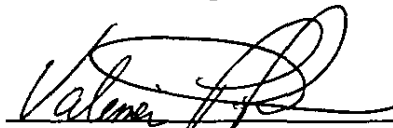
AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, OR BYLAWS

Except as set forth in the Operating Agreement, no amendment, modification or repeal of the Articles of Organization, or Operating Agreement may be made without the unanimous written consent of all members who are entitled to vote and on the terms and conditions as shall be determined by the those members.

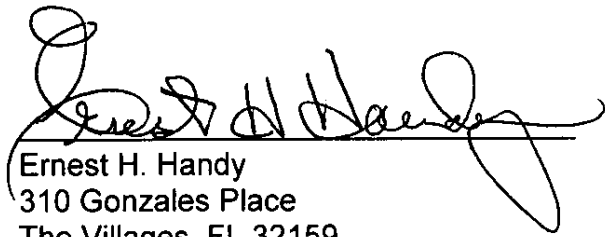
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at The Law Office of Leslie Quinn, P. L., 16910 S US Hwy 441, Ste 205, Summerfield, FL 34491, on this the 14th day of May, 2007.



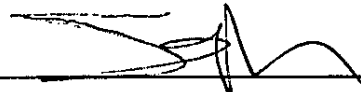
Phillip K. Mathias
1404 Meadow View Way
The Villages, FL 32159
Member Manager



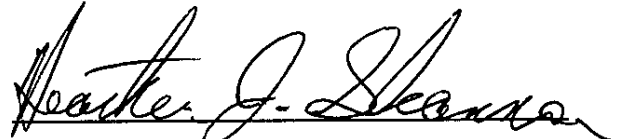
Valimer Popin
1202 El Esparza Lane
The Villages, FL 32159
Member Manager


Ernest H. Handy
310 Gonzales Place
The Villages, FL 32159
Member Manager

Witnesses:



print name: Shalu D. Gillum



print name: Heather J. Shannon

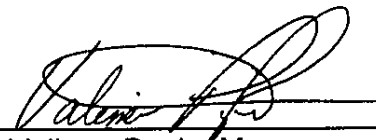
CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that MBL Technologies, L.L.C., desiring to organize or qualify under the laws of the State of Florida, has named Phillip K. Mathias, located at 1404 Meadow View Way, Lady Lake, FL 32159 as its agent to accept service of process within Florida.

Dated: 14 MAY, 2007

BY



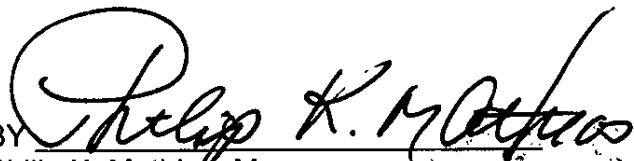
Valimer Popin, Manager
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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: 14 May, 2007

BY



Philip K. Mathias, Manager
Registered Agent

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