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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

mrs holdings, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION  
OF  
MRS HOLDINGS, LLC**

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 **MRS HOLDINGS, LLC** ("company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is **MRS HOLDINGS, LLC, C/O HAROLD SAMUELS, 1128 ROYAL PALM BEACH BOULEVARD, # 159, ROYAL PALM BEACH, FLORIDA, 33411**

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is **RANDY M. GOLDBERG, ESQUIRE, 1101 SW 71<sup>ST</sup> AVENUE, PLANTATION, FL 33317.**

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.


**ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

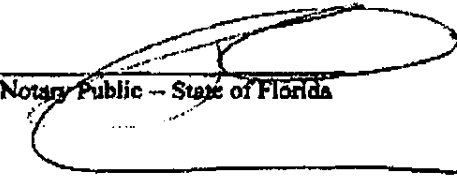
**ARTICLE IX - MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are: **HAROLD SAMUELS, 1128 ROYAL PALM BEACH BOULEVARD, # 159, ROYAL PALM BEACH, FLORIDA, 33411**

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at BROWARD COUNTY, Florida, on 9/9/08

  
**HAROLD SAMUELS**  
**C/O RANDY M. GOLDBERG, ESQUIRE**  
**1101 SW 71<sup>ST</sup> AVENUE**  
**PLANTATION, FL 33317**

Sworn to and subscribed before me on 9/9/08 by **HAROLD SAMUELS**, who is personally known to me or produced \_\_\_\_\_ as identification.

  
Notary Public - State of Florida

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **MRS HOLDINGS, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is: **MRS HOLDINGS, LLC**.
2. The name and street address of the registered agent in Florida is: **RANDY M. GOLDBERG, ESQUIRE, 1101 SW 71<sup>ST</sup> AVENUE, PLANTATION, FL 33317.**

The undersigned, being the person named in the articles of organization of **MRS HOLDINGS, LLC** as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
**RANDY M. GOLDBERG, ESQUIRE**  
As Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of **MRS HOLDINGS, LLC**, deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$100.00
3. If any, the agreed value of property other than cash contributed by the member(s) is \$100.00. A description of the property is attached as Exhibit A, and is made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$100.00 This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 9/9/08

  
**HAROLD SAMUELS**  
**C/O RANDY M. GOLDBERG, ESQUIRE**  
**1101 SW 71<sup>ST</sup> AVENUE**  
**PLANTATION, FL 33317**

Sworn to and subscribed before me on 9/9/08 by **HAROLD SAMUELS**, who is personally known to me or produced \_\_\_\_\_ as identification.

  
Notary Public -- State of Florida

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**EXHIBIT A**  
**TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The property contributed by HAROLD SAMUELS, includes:

1. \$100.00 US Currency

  
Harold Samuels

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