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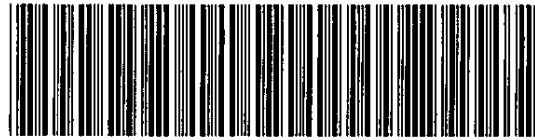
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TALLAHASSEE, FLORIDA

T. HAMPTON

OCT - 9 2008

EXAMINER

JACQUELYN M. SHANNON, P.A.
Attorney at Law

9160 Oakhurst Road, Suite 3
Seminole, FL 33776-2157

Telephone: (727) 596-7100
Fax: (727) 596-7474

October 7, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA UPS – NEXT DAY AIR

RE: MBM Capital Partners, LLC

Dear Sir or Madam:

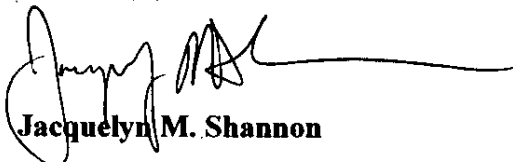
Enclosed please find the following documents that are being provided to you for the formation of MBM Capital Partners, LLC, a limited liability company:

1. Articles of Organization

Also enclosed is our check in the amount of \$130.00 made payable to the Florida Department of State, representing the filing fee for the Articles of Organization, designation of registered agent, and \$5.00 for you to provide the undersigned with a certificate of status.

Please file the enclosed documents at your earliest convenience and return all correspondence concerning this matter to the undersigned. Should you have any questions concerning the enclosures, please don't hesitate to contact us. Thank you for your assistance.

Very truly yours,



Jacquelyn M. Shannon

JMS:vbd/Enc.

cc: R. Cicco

ARTICLES OF ORGANIZATION
of
MBM CAPITAL PARTNERS, LLC

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The undersigned certify that we have associated ourselves together for the purpose of forming 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 the business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MBM Capital Partners, LLC, and the mailing address shall be 9190 Oakhurst Road, Suite 2, Seminole, FL 33776 and the street address of its principal office shall be the same, 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 growing 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.

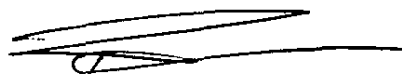
ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

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

Robert A. Cicco
9190 Oakhurst Road, Suite 2
Seminole, FL 33776

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TALLAHASSEE, FLORIDA

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, Florida Statutes.



Robert A. Cicco

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 V
MANAGEMENT

Management of this limited liability company is reserved to its members:

Myra Foster
6412 Hanley Road
Tampa, FL 33634

MGRM

Robert A. Cicco
9190 Oakhurst Road, Suite 2
Seminole, FL 33776

MGRM

Marvin A. Flam
2284 Philippine Drive, #39
Clearwater, FL 33763

MGRM

ARTICLE VI
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, declaration of incompetency 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 VII
DURATION

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

The undersigned, being one of the original members of the limited liability company certifies that this instrument constitutes the proposed Articles of Organization of MBM Capital Partners, LLC.

Executed by the undersigned at Seminole, Florida on October 7, 2008.


Robert A. Cicco

(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 therein are true.)

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