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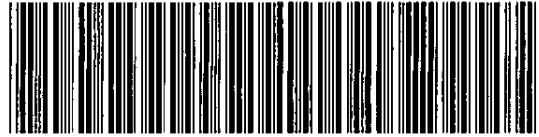
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TALLAHASSEE, FLORIDA

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LAW OFFICES OF MARK F. DAHLE, P. A.

LAKELAND OFFICE
5110 SOUTH FLORIDA AVENUE
SUITE 105 (33813)
POST OFFICE BOX 6629
LAKELAND, FLORIDA 33807-6629
TELEPHONE (863) 648-0100
FACSIMILE (863) 646-6992
TOLL FREE (800) 801-2228

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

MEMBER OF:
NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS
ACADEMY OF FLORIDA ELDER LAW ATTORNEYS
INTERNATIONAL BAR ASSOCIATION

ORLANDO OFFICE
390 NORTH ORANGE AVENUE
23RD FLOOR
ORLANDO, FLORIDA 32801
POST OFFICE BOX 2510
WINDERMERE, FLORIDA 34786
TELEPHONE (407) 956-1099
TOLL FREE (800) 801-2228

E-MAIL: MARK@DAHLELAW.US

WEBSITE: DAHLELAW.NET

NEW ORLANDO ADDRESS
POST OFFICE BOX 902
WINDERMERE, FLORIDA 34786

Please Respond to Lakeland Office

July 14, 2009

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

BY FIRST CLASS MAIL

SUBJECT: MPOWER, LLC
Filing Articles of Organization

Dear Sir or Madam:

Enclosed with this letter for filing you will find our duplicate original Articles of Organization. Also enclosed is check number 11357 in the amount of One Hundred Fifty-Five and No/100ths (\$155.00) dollars for payment of the filing fee and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICE OF MARK F. DAHLE, P.A.

By:

Mark F. Dahle

MFD:ml
Enclosures
LLC4587.2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MPOWER GENERATIONS, L.L.C.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Principal Place of Business**

The name of this limited liability company is MPOWER GENERATIONS, L.L.C.; the physical address of its principal office is 5110 South Florida Avenue, Suite 105, Lakeland, Polk County, Florida 33813, and its mailing address is Post Office Box 6629, Lakeland, Florida 33807-6629.

**ARTICLE II
Purposes**

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, 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.

The general nature of the business to be transacted by this limited liability company shall be:

(a) To provide educational and consulting materials and services to empower mothers and women, primarily by internet communications and marketing.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other company and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other limited liability company of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the limited liability company, with any corporation, association, limited liability company or partnership, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, limited liability company,

Articles of Organization for MPOWER GENERATIONS L. L. C.

association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Limited liability company as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the limited liability company, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, trust, land trust, limited liability company, or limited liability company, or other business entity, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this limited liability company, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the limited liability company.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, limited liability company, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the limited liability company capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the limited liability company's property or rights.

Articles of Organization for MPOWER GENERATIONS L. L. C.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the limited liability company are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this limited liability company shall have and exercise all other powers, rights, and privileges granted by the limited liability company laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III
Management and Exercise of Powers

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

Mary Lynn Dahle
Post Office Box 6630
Lakeland, Florida 33807

M. Karin Salisbury
Post Office Box 6629
Lakeland, Florida 33807

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

ARTICLE IV
Duration

Except as provided below, 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.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

ARTICLE V
Membership

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written

ARTICLES OF ORGANIZATION OF MPOWER GENERATIONS, L.L.C.

consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

ARTICLE VI
Capital Contributions

Initial capital contributions in the amount of Five Hundred and no/100ths Dollars (\$500.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

ARTICLE VII
Profits and Losses

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members= then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31st of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

ARTICLE VIII
Initial Registered Office and Registered Agent

The street address of the initial registered office of this limited liability company is 5110 South Florida Avenue, Suite 105, Lakeland, Florida 33813, and the name of the initial registered agent of this limited liability company at that address is Mark F. Dahle.

ARTICLE IX
Amendments

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

IN WITNESS WHEREOF, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of MPOWER, L.L.C.

Executed this 16th day of July, 2009.

ARTICLES OF ORGANIZATION OF MPOWER GENERATIONS, L.L.C.

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TALLAHASSEE, FLORIDA

Signed sealed and delivered in the presence of:

Stephanie Herrera
Stephanie Herrera

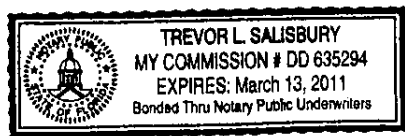
Mary Lynn Dahle
Mary Lynn Dahle

Trevor L. Salisbury
Trevor L. Salisbury

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me on the 16th day of July, 2009, by Mary Lynn Dahle, who is personally known to me.



Trevor L. Salisbury
Notary Name: Trevor L. Salisbury
Notary Public, State of Florida
My Commission Expires: March 13, 2011

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ARTICLES OF ORGANIZATION OF MPOWER GENERATIONS, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

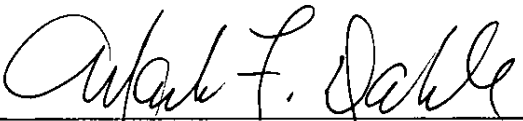
STATE OF FLORIDA

COUNTY OF POLK

ACKNOWLEDGMENT

I, MARK F. DAHLE, am the individual above named as Registered Agent for this business entity to accept service of process for the above-stated limited liability company at the address designated in this Statement. I hereby accept this appointment 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 duties and responsibilities as registered agent for said limited liability company. My address is: 5110 South Florida Avenue, Suite 105, Lakeland, Florida 33813.

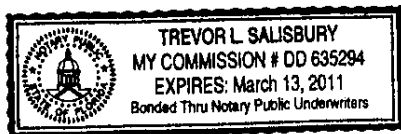
DATED this 16th day of July, 2009.

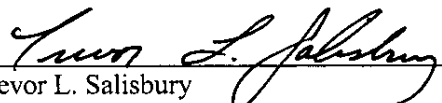

Mark F. Dahle

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me on the 16th day of July, 2009, by MARK F. DAHLE, who is personally known to me.




Trevor L. Salisbury
Notary Public, State of Florida
My Commission Expires: March 13, 2011

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