

# L95000000575

GLICKSTEIN & GLICKSTEIN

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

JOSEPH M. GLICKSTEIN (1909-1962)  
JOSEPH M. GLICKSTEIN JR.

444 THIRD STREET  
NEPTUNE BEACH, FLORIDA 32260

July 24, 1995

19041 247-1305  
FACSIMILE NUMBER  
19041 247-0295

Secretary of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

In re: MS Consulting Group, L. C.

Dear Sir:

Enclosed herewith, for filing, please find the original and one (1) copy of Articles of Organization, including Affidavit of Membership and Capital Contribution, together with Registered Agent Certificate, in connection with the above subject matter.

Also enclosed is our firm check, payable to the order of the Department of State, State of Florida, in the amount of \$337.50, representing payment of filing and related fees and for a certified copy of the articles.

Your usual prompt attention is appreciated.

Yours very truly,



Joseph M. Glickstein, Jr.

*Called Joseph Glickstein Jr.  
gave auth to add the  
Street address of Managing  
Members.*

*7-28-95  
DMC*

JMG, Jr:ms  
Enclosures

FILED  
95 JUL 27 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900001546859  
-07/26/95--01076--001  
\*\*\*\*337.50 \*\*\*\*337.50

ARTICLES OF ORGANIZATION  
OF  
MS CONSULTING GROUP, L.C.

FILED

95 JUL 27 AM 10:50

The undersigned hereby form a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

ARTICLE I

The name of this Company shall be MS Consulting Group, L.C.

ARTICLE II

Unless earlier terminated pursuant to law or the Operating Agreement of this Company, the period of its duration shall end twenty (20) years from the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE III

The mailing address and the street address of the principal office of this Company shall be 350 36th Avenue South, Jacksonville Beach, Florida 32250.

ARTICLE IV

The initial registered office of this Company shall be 350 36th Avenue South, Jacksonville Beach, Florida 32250, and its initial registered agent at such office shall be George R. Reed.

ARTICLE V

The specific purpose for which this Company has been organized is the operation of a domestic and international business engaged in the areas of mergers and acquisitions, finance, management and strategic planning relating to the communications industry. The Company shall also be authorized to carry on any business lawfully permitted by the Florida Limited Liability Company Act.

ARTICLE VI

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the Operating Agreement of this Company.

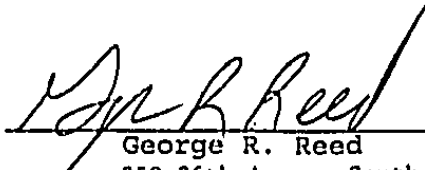
ARTICLE VII


The remaining Members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in this Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

ARTICLE VIII

The management of this Company is reserved to its Members, George R. Reed and Loree Main, pursuant to and subject to the requirements of the Operating Agreement of this Company.

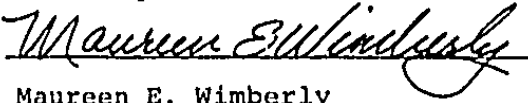
IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization.

  
George R. Reed  
350 36th Avenue South  
Jacksonville Beach, FL 32250

  
Loree Main  
350 36th Avenue South  
Jacksonville Beach, FL 32250

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DUVAL )

Sworn to and subscribed before me  
this July 22, 1995.

  
Maureen E. Wimberly  
[typed name]  
Notary Public, State of Florida



MAUREEN E. WIMBERLY  
MY COMMISSION # 00389029 EXPIRES  
August 1, 1998  
BONDED THRU TRIZ FARM INSURANCE, INC.

FILED

AFFIDAVIT DECLARING MEMBERSHIP  
AND CAPITAL CONTRIBUTION  
Pursuant to § 608.407(2), Fla. Stat. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL 27 AM 10:51


STATE OF FLORIDA )  
                          ) ss.  
COUNTY OF DUVAL )

In compliance with Florida Statutes Section 608.407(2), before me this day personally appeared George R. Reed, the undersigned member of MS CONSULTING GROUP, L.C., who, upon first being duly sworn, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

  
George R. Reed

SWORN TO AND SUBSCRIBED  
before me July 22, 1995.

  
Maureen E. Wimberly  
Notary Public, State of Florida



MAUREEN E. WIMBERLY  
MY COMMISSION # CC389029 EXPIRES  
August 1, 1998  
BINDER THRU TRACY FAH MCGRAND, INC

FILED

95 JUL 27 AM 10:50

SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

To: The Department of State  
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted:

MS CONSULTING GROUP, L. C., with its place of business at 350 36th Avenue South, City of Jacksonville Beach, Florida 32250, has named George R. Reed, located at 350 36th Avenue South, City of Jacksonville Beach, Florida 32250, as its agent to accept service of process within Florida.

Dated July 22, 1995.

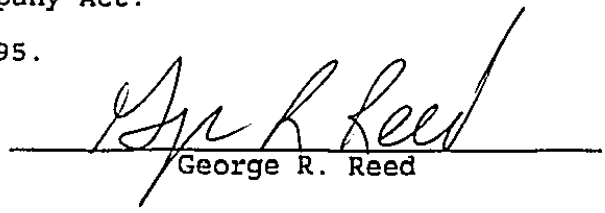
MS CONSULTING GROUP, L. C.

By:


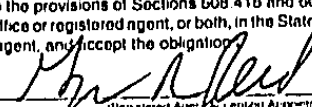
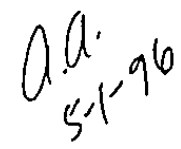
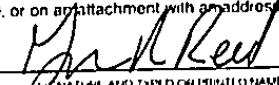
  
George R. Reed, Member

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 608.415 of the Florida Limited Liability Company Act.

Dated July 22, 1995.

  
George R. Reed

**FILE NOW: Fee after May 1, will be \$263.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morton Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>DOCUMENT #L95000000575</b>			
1. Name and Mailing Address of Limited Liability Company  MS CONSULTING GROUP, L.C. 3948 SOUTH THIRD ST. - SUITE #191 JACKSONVILLE BEACH, FL 32250		1a. Principal Place of Business Address  350 36TH AVENUE SOUTH JACKSONVILLE BEACH FL 32250	
(If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a)			
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip      Country		2a. Mailing Address  3948 SOUTH THIRD ST. Suite, Apt. #, etc. SUITE #191 City & State JACKSONVILLE BEACH, FL Zip      Country 32250      DUVAL	
3. Date Organized or Qualified 07/27/1995		3a. State of Formation FL	
4. FET Number 59-3337039		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report N/A		6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent  REED, GEORGE R 350 36TH AVENUE SOUTH JACKSONVILLE BEACH FL 32250		8. Name and Address of New Registered Agent  Name Street Address (P.O. Box Number is Not Acceptable) 800001830538 Suite, Apt. #, etc. -05/20/96--01080--0211 ***263.75 ***263.75 City      Zip Code FL	
9. Pursuant to the provisions of Sections 608.418 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligation.			
SIGNATURE 		DATE 4/29/96	
(Registered Agent Accepting Appointment) (FET) (Registered Agent Signature Required when reappointing)			
10. Title	Managing Member/Managers	Business Street Address	City, State and Zip Code
MEM	REED, GEORGE R	350 36TH AVENUE SOUTH	JACKSONVILLE BEACH FL
MEM	REED, LORIE MAIN	350 36TH AVENUE SOUTH	JACKSONVILLE BEACH FL
			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		DATE 4/29/96      904-285-3239	
(Signature and Title of Chairman of Board or Secretary/Manager/Member (in Manager))		Date      Daytime Phone #	