

L950000000683

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matlor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 SEP -6 AM 8:30

1295-16630

8/17/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN  
Will Pick Up 817 1200

RE: MC Investors, L.C.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

EUROPCO MANAGEMENT COMPANY  
OF AMERICA



EUROPCO

September 1, 1995

Florida Department of State  
Division of Corporations  
Att: Agnes Lunt  
P.O. Box 6327  
Tallahassee, FL 32314

RE: MC Investors, L.C. (now to be known as MCV Investors, L.C.)  
Reference #:W95000016630  
Your Letter #695A00038691 Dated August 17, 1995

To Whom It May Concern:

Your office returned our documents in connection with the above matter along with a cover letter with certain comments concerning various aspects of the document. We are now refileing the documents with the following changes that respond to each of your comments:


1. You advised us that the name MC Investors, L.C. was unavailable. Consequently, we have changed the name to MCV Investors, L.C.
2. You indicated that Article 5 of the Articles of Organization was unclear as to who are to be listed as Managing Members. Article 5 has been clarified to indicate that the listing of members therein is a listing of all persons who are members of the association and that from those members, two members, Michael Hayden and Klaus Lang, have been appointed as initial Managing Members.
3. You stated that our affidavit must specify that the limited liability company has at least two members, the actual amount of cash contributions, the agreed value of any property other than cash and the total amount of cash or property anticipated to be contributed. The affidavit has been revised to indicate that the organization has five members whose names and addresses are listed in Article 5 in the Articles of Organization. The affidavit further states that the members are contributing cash and

September 1, 1995  
Page Two

property with a total value of \$88,000, consisting of \$8,000 in cash and property with an agreed value of \$80,000.

I hope that the revised documents meet your requirements. Please contact us if you have any questions on this matter.

Very truly yours,

By:   
Jerome A. Zivan  
Agent for MCV Investors, L.C.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 17, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: MC INVESTORS, L.C.  
Ref. Number: W95000016630

We have received your document for MC INVESTORS, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

**ARTICLE 5 IS UNCLEAR AS TO WHO ARE TO BE LISTED AS MANAGING MEMBERS.**

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 695A00038691

**ARTICLES OF ORGANIZATION**

**OF**

**MCV INVESTORS, L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 SEP -6 AM 8:31

THE UNDERSIGNED member of MCV Investors, L.C. hereby certifies that the persons named herein have associated themselves together for the purpose of becoming 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. It is further declared that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I - NAME**

The name of the limited liability company shall be MCV Investors, L.C.

**ARTICLE II - DURATION**

The period of duration for this limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates continued membership of a member in the company, the company shall be dissolved unless the remaining members, by a majority vote, elect to continue the business of the company.

**ARTICLE III - COMPANY ADDRESS;  
REGISTERED OFFICE ADDRESS; REGISTERED AGENT**

The mailing address of the principal office of this limited liability company shall be P.O. Box 5220, Niceville, FL 32578-5220. The street address of the initial registered office of the company is Suite 304, 4400 Highway 20 East, Niceville, FL 32578 and the name of its principal office of the company and of the initial registered agent at such address is Jerome A. Zivan.

**ARTICLE IV - RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members only 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 of the other members.

#### ARTICLE V - MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows: Kurt Mueller, 72256 Tripsenweg, Frudenstadt, Germany; Klaus Lang, Roter Buhl, 72419 Neufra, Germany; Heinz Pruss, Am Kruggarten 7, 38300, Wolfenbuetell, Germany; Manfred Neu, Goethestr 10, 72189 Voehringen, Germany and Michael Hayden, Donaust. 10, 40699 Erkrath, Germany.

From the persons named in the above paragraph, who constitute all the members of the company, Klaus Lang and Michael Hayden have each been designated as the initial Managing Members and as such have been given the authority to exercise all powers typically exercised by the President of a business corporation including the specific power to appoint such other officers of this limited liability company as said Managing Members deem appropriate. The term of the initial Managing Members shall expire on April 30, 1996 with said initial Managing Members to continue to serve until his successor shall have been elected by a majority vote of the members. If two persons are named as Managing Members, they must act unanimously in order to constitute an official act of the company.

#### ARTICLE VI - PURPOSE

The purpose of this limited liability company is to acquire, own and sell unimproved or improved real estate and to engage in any activities or business permitted under the laws of the United States and the State of Florida, except that the business of the company shall not include the construction of improvements unless authorized by a majority vote of members.

IN WITNESS WHEREOF, the undersigned, being a member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of MCVInvestors, L.C. These Articles of Organization were executed by the undersigned at Niceville, Florida on August 16, 1995.

  
\_\_\_\_\_  
Klaus Lang

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT

95 SEP -6 AM 8:32

Pursuant to Section 608.407(d), Florida Statutes, the following is submitted:

MCV Investors, L.C., a limited liability company duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Organization in Niceville, Florida, has named:

Jerome A. Zivan  
4400 Highway 20 East, Suite 304  
Niceville, FL 32578

as its registered agent to accept service of process in the State.

ACCEPTANCE

Having been named as registered agent for the above stated corporation for the purpose of accepting service of process for the above stated corporation at the place designated in this certificate, I hereby accept such appointment, and I hereby state that I am familiar with and accept the obligations of being registered agent.

  
Jerome A. Zivan  
Registered Agent

# AFFIDAVIT

The undersigned, after taking an oath and having been duly sworn, gives the following Affidavit in connection with filing of the Articles of Organization of MCVInvestors, L.C. a Florida Limited Liability Company

1. The undersigned is a member of said company.
2. MCVInvestors, L.C. has at least two members. MCV Investors, L.C. has five members whose names and addresses are listed in Article V of the Articles of Organization.
3. The members have agreed to contribute cash and property to the company in the total value of \$88,000 as follows: Mueller, Lang, Pruss, Neu and Hayden have each agreed to contribute their respective ownership interest in certain land located in Okaloosa County, Florida which has a current agreed value of at least \$80,000 plus a total of \$8,000, in cash: \$1,800 each from Mueller, Lang, Pruss and Neu and \$800 from Hayden. No additional amounts are required to be contributed by the members.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit this 16 day of August, 1995.

Witnesses:

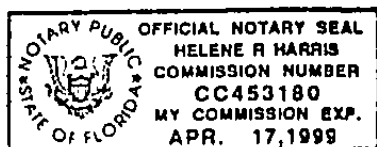
Klaus Lang

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Klaus Lang to me well known to be the person described in and who executed the foregoing Affidavit and acknowledged before me that he executed the same. He is personally known to me and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 16<sup>th</sup> day of August, 1995.




Helene R. Harris  
Notary Public - Helene R. Harris

My Commission Expires:



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

FILED  
96 MAY 30 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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<b>FILING FEE</b> \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT #L95000000683</b>  MCV INVESTORS, L.C. P.O. BOX 5220 NICEVILLE FL 32578-5220
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1a. Principal Place of Business Address  P.O. BOX 5220 NICEVILLE FL 32578
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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. 1950 Bluewater Blvd. City & State NICEVILLE, FL 32578 Zip Country	2a. Mailing Address  Suite, Apt. #, etc. 1950 Bluewater Blvd. City & State Niceville, FL 32578 Zip Country
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3. Date Organized or Qualified 09/06/1995	3a. State of Formation FL
4. FEI Number 59-3344529	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent  ZIVAN, JEROME A 4400 HIGHWAY 20 EAST, SUITE 304 NICEVILLE FL 32578
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8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc. City Zip Code FL
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9. Pursuant to the provisions of Sections 608.416 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 obligations.

SIGNATURE _____	DATE _____
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10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MUELLER, KURT	72250 TRIPSENWEG	FRIDENSTADT GERMANY
MGRM	LANG, KLAUS	ROTER BUHL 72419	NEUFRA GERMANY
MGRM	PRUSS, HEINZ	AM KRUGGARTEN 7, 38300	WOLFENBUETEL GERMANY
MGRM	NEU, MANFRED	GOETHESTR 10, 72189	VOEHRINGEN, GERMANY
MGRM	HAYDEN, MICHAEL	DONAUSTR 10, 40699	ERKRATH, GERMANY

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: _____	(Klaus Lang)	(904) 897-3613
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