

L9500000779

October 10, 1995

Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL. 32399

100001607381  
-10/11/95--01118--003  
\*\*\*\*346.25 \*\*\*\*346.25

**SUBJECT: MSA Consulting, L.C.**

Enclosed is an original and one (1) copy of the Articles of Organization and a check for \$346.25. The check is to cover the following:

- a. Filing Fee
- b. Registered Agent Designation
- c. Certified Copy
- d. Certificate

Please return a filed copy of the Articles of Organization and other information to the firm's advisor via federal express (completed fed. ex. form enclosed). The information should be directed to:

Mr. Frank Hait, Jr.  
c/o Fidelity Financial Services, L.C.  
2750 N. 29th Avenue, Suite 209  
Hollywood, FL. 33020

Telephone: (305) 925-5699

Your attention to this matter is appreciated.

Sincerely

  
Lester A. Simon

Enclosures

353  
249  
209

B. REGISTER OCT 16 1995

ARTICLES OF ORGANIZATION  
OF  
MSA CONSULTING L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be MSA Consulting, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 20230 N.E. Third Court, Suite 6, Miami, Florida 33179

DURATION ARTICLE III

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Eileen Maloney-Simon, 20230 N.E. Third Court, Suite 6, Miami, Florida 33179

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth hereinafter.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon 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 the consent of all members, provided there are at least two 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 the Articles of Organization. The names and address of the members of the company are:

NAME

ADDRESS

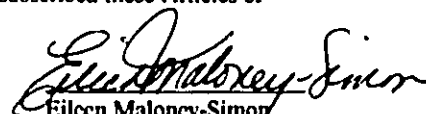
Eileen Maloney-Simon

20230 N.E. Third Court-  
Suite 6  
Miami, Florida 33179

Lester A. Simon

20230 N.E. Third Court-  
Suite 6  
Miami, Florida 33179

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Florida, on this 10<sup>th</sup> day of October, 1995.

  
Eileen Maloney-Simon  
Name of Organizer

STATE OF FLORIDA

COUNTY OF DADE

Before me personally appeared Eileen Maloney-Simon to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 10<sup>th</sup> day of October 1995.

  
Notary Public, State of Florida

 **JOHN E. KING**  
COMMISSION # CC 427172  
EXPIRES DEC 18, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

A. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MSA Consulting, L.C., deposes and says:

1. The above named Limited liability company has at least two members.
2. The total amount of cash contributed by the member is Five Hundred (\$500.00) Dollars.
3. The total amount of cash or property anticipated to be contributed by members is \$7,000.00.

THE AFFIANT SAYS NOTHING FURTHER

Dated: October 10, 1995

  
Eileen Maloney-Simon

STATE OF FLORIDA

COUNTY OF DADE

Before me personally appeared Eileen Maloney-Simon to me well known to be a member of the above limited liability company and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 10<sup>th</sup> day of October, 1995.



JOHN E. KING  
COMMISSION # CG 427172  
EXPIRES DEC 18, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida

B. ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MSA Consulting 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 my duties, and is familiar with and accept the obligations of the position as registered agent.

  
Eileen Maloney-Simon