

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

L97000000856

Mikeyn, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -7 AM 10:18

600002261706--6

-08/08/97--01082--019

*****215.00 *****215.00

600002261706--6

-08/08/97--01082--020

*****70.00 *****70.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ L.C. File
- ___ Fictitious Name File
- ___ Name Reservation
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC-1 or 3 File
- ___ UCC-1 Search
- ___ UCC-1 Retrieval
- ___ Counter

DIVISION OF CORPORATIONS

97 JUN 16 AM 9:14

RECEIVED

W97-13993
K.A. JUN 16 1997

Signature _____

Requested by DL

Name _____

Date 6-16

Time 8:30

Walk-In _____

Will Pick Up _____

8-7-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 16, 1997

CAPITAL CONNECTION, INC.
417 E VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: MIKCYN, INC.
Ref. Number: W97000013993

We have received your document for MIKCYN, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 397A00032053

ARTICLES OF ORGANIZATION OF MIKCYN, L.C.

97 AUG -7 AM 10:18

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MIKCYN, L. C., and its principal office shall be located at 7102 North 30th Street, Tampa, Florida, 33610, 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 going 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 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 IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: MIKE WALLACE, 7102 North 30th Street, Tampa, Florida, 33610, and CYNTHIA BURGESS, 440 County Road 75, Mechanicville, N.Y., 12118.

ARTICLES OF ORGANIZATION OF MIKCYN, L.C.

ARTICLE V
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, 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 VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$7000 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

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

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited
ARTICLES OF ORGANIZATION OF MIKCYN, L.C.

liability company is 7102 North 30th Street, Tampa, Florida, 33610, and the name of the company's initial registered agent at that address is MIKE WALLACE.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MIKCYN, L. C..

Executed by the undersigned at 980 Tyrone Blvd., St. Petersburg, Florida, on 4/16/97.

Michael Wallace MICHAEL WALLACE

Executed by the undersigned at 440 County Rd 75, Mechanicville, New York, on 4/18/97.

5 Cynthia Burgess CYNTHIA BURGESS

Statement designating registered agent and office.

State of Florida
County of Pinellas

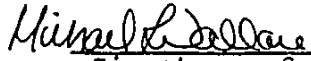
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MIKCYN, L. C..

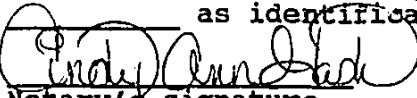
The name of the registered agent for MIKCYN, L.C. is MICHAEL WALLACE and the street address of the company's principal office where the agent is located is 7102 North 30th Street, Tampa, Florida, 33610.

This statement is to acknowledge that, as indicated above, MIKCYN, L. C., a Limited Liability Company has appointed me, MICHAEL WALLACE, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 4/16/97.

 MICHAEL WALLACE
[Signature of registered agent]

The foregoing instrument was acknowledged before me this 4/16/97 by MICHAEL WALLACE, agent on behalf of MIKCYN, L. C., a limited liability company. He is personally known to me or has produced as identification.


Notary's signature

My commission expires: 6/24/97



CINDY ANN GASH
My Commission CC297207
Expires Jun. 24, 1997
Bonded by HAI
800-422 1855

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 7 AM 10:18

Affidavit of membership and contributions.

State of New York
County of SARATOGA

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of MIKCYN, L.C. 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 \$7000.
3. If any, the agreed value of property other than cash contributed by the members is NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$7000. This total includes the amounts from 2 and 3 above.

Cynthia Burgess CYNTHIA BURGESS
Signature of member

The foregoing instrument was acknowledged before me this 5/13/97 by CYNTHIA BURGESS, member of MIKCYN, L. C., a limited liability company. She is personally known to me or has produced DRIVER'S LICENSE as identification.

Rose M. Petronis
Notary's signature

My commission expires: AUGUST 31, 1998

ROSE M. PETRONIS
Notary Public, State of New York
Appointed for Saratoga County-4823683
Commission Expires Aug. 31, 1998

C.B.

Affidavit of membership and contributions.

State of Florida
County of Pinellas

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of MIKCYN, L.C. 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 \$7000.
3. If any, the agreed value of property other than cash contributed by the members is NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$7000. This total includes the amounts from 2 and 3 above.

Michael Wallace

MICHAEL WALLACE

Signature of member and/or authorized representative

The foregoing instrument was acknowledged before me this 4/16/97 by MICHAEL WALLACE, member and/or agent on behalf of MIKCYN, L. C., a limited liability company. He is personally known to me or has produced as identification.

Cindy Ann Gash
NOTARY PUBLIC

My commission expires: 6/24/97



CINDY ANN GASH
My Commission CC297207
Expires Jun. 24, 1997
Bonded by HAI
800-422 1555