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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Management Recruiters of Port St. Lucie

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☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
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☐	Fictitious Name
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7 OCT 20 PM 1:59
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Date: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1997

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: MANAGEMENT RECRUITERS OF PORT ST. LUCIE, L.C.
Ref. Number: W97000023877

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We have received your document for MANAGEMENT RECRUITERS OF PORT ST. LUCIE, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

In addition to the Articles of Organization, we must have a completed AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our attached form, or you may draw up your own AFFIDAVIT document.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 697A00051186

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**ARTICLES OF ORGANIZATION
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION OF
MANAGEMENT RECRUITERS OF PORT ST. LUCIE, L.C.**

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The undersigned hereby certify that we have associated ourselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the information, rights, privileges and amenities of limited liability companies for profit. We further declare that the following Articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

Section 1.1. The name of the limited liability company shall be MANAGEMENT RECRUITERS OF PORT ST. LUCIE, L.C.

**ARTICLE II
PURPOSES AND POWERS**

Section 2.1. This limited liability company is organized for the purpose of conducting any and all lawful business for which limited liability companies may be organized under Chapter 608, Florida Statute and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statute.

**ARTICLE III
CAPITAL CONTRIBUTIONS**

Section 3.1. Capital contributions shall be conveyed to the limited liability company by the members of this limited liability company in accordance with their shares in this limited liability company as follows: Cash in an amount of \$ 1,000; other property consisting of nothing, with an agreed value of \$ 00.00. Members will make contributions in accordance with their percentage share interests in this limited liability company. The total amount of cash or property anticipated to be contributed by the members is \$1,000.

**ARTICLE IV
PROFITS AND LOSSES**

Section 4.1

A. Sharing of Profits. Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of the limited liability company. Each member shall be entitled to a distributive share of the profits as follows:

JAMES O' PRAY	-	99%
JEAN O' PRAY	-	1%

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The distributive share of the profits shall be determined and paid to the members on the payment dates as determined by the members. This limited liability company has at least two members.

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.

ARTICLE V LIMITED LIABILITY COMPANY POWERS

Section 5.1. All limited liability powers shall be exercised by or under the authority, 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 and the regulation of limited liability company by unanimous vote of the members of the limited liability company.

Section 5.2. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members of the limited liability company.

Section 5.3. This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE VI DURATION

Section 6.1. This limited liability company shall exist for the maximum duration permitted by Chapter 608, Florida Statute, or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE VII PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

Section 7.1. The principal office and mailing address of the limited liability company shall be located at 570 S.E. Port St. Lucie Blvd., Port St. Lucie, FL, 34984, County of Port St. Lucie, State of Florida.

ARTICLE VIII
MANAGEMENT

Section 8.1. Management of this limited liability company is reserved to its members in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions and withdrawals by the members, whose names and addresses are as follows:

JAMES O' PRAY	-	11041 Minneapolis Drive Cooper City, FL 33026
JEAN O' PRAY	-	11041 Minneapolis Drive Cooper City, FL 33026

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Section 9.1. The address of the initial registered office of the limited liability company is 570 SE Port St. Lucie Blvd., Port St. Lucie, FL 334984, and the name of the initial registered agent at such address is James O'Pray.

ARTICLE X
RESTRICTION ON MEMBERSHIP

Section 10.1. 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 the written consent of the members.

Section 10.2. Upon death, the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the contingent membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon the unanimous consent of such remaining members.

ARTICLE XI
INDEMNIFICATION

The limited liability company shall indemnify any member, or any former member, to the full extent permitted by law.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of MANAGEMENT RECRUITERS OF PORT ST. LUCIE, L.C.

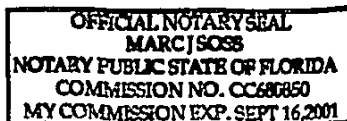
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Executed by the undersigned on this 1st day of October, 1997.

James O'Pray
JAMES O' PRAY

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of October, 1997, by JAMES O' PRAY, who is/are personally known to me or who produced as identification, and who (did) (did not) take an oath.



Marc J Sooss

Notary Public, State of Florida

Marc J Sooss
Name of Acknowledger

Title or Rank

Serial Number (if any)

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

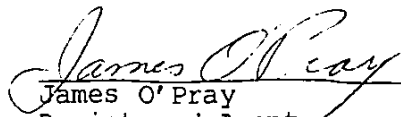
In pursuance of Section 48.091 and Section 608.415, Florida Statutes, the following is submitted in compliance with said Sections:

MANAGEMENT RECRUITERS OF PORT ST. LUCIE, L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Organization, at the City of Port St. Lucie, County of St. Lucie, State of Florida, has named James O'Pray, located at 570 SE Port St. Lucie Blvd, Port St. Lucie

County, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.


James O'Pray
Registered Agent

Date: October 1, 1997

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