

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-341-806 • Fax (850) 224-1222

L98000000501

M.H.P. Group Five, LC

BK

4/23/98

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File 800002494678-4

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

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 11 Search

UCC 11 Retrieval

Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

98 APR 23 PM 3:55

98 APR 21 AM 9:39

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 21, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: M.H.P. GROUP FIVE, L.C.
Ref. Number: W98000008862

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 3:55

We have received your document for M.H.P. GROUP FIVE, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It has been determined that IN ALL CASES, ARTICLES OF ORGANIZATION for a Florida Limited Liability Company must be accompanied by a document titled AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS, and this document must list all the information on our AFFIDAVIT form (see attached.)

We realize that your ARTICLES OF ORGANIZATION contains most of the information required on the AFFIDAVIT, but we must STILL ask that you please submit a completed and signed AFFIDAVIT.

Please return your document, along with a copy of this letter, within 60 days of 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: 598A00021364

Corrected

RECEIVED
98 APR 23 PM 3:14
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

of

M.H.P. Group Five, 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 make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be: M.H.P. Group Five, L.C.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: M.H.P. Group Five, L.C.
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609

ARTICLE III -- DURATION

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: Stephen E. McConihay
5100 Kennedy Blvd., Ste. 425
Tampa, FL 33609

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the attached Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on 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 on 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.

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98 APR 13 PM 3:55

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 on the death, bankruptcy, or dissolution of a member or manager, or on 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 the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by one or more managers in accordance with regulations adopted by the managers 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 these articles of organization. The power to alter, amend, or revoke the regulations shall be vested in the managers. The name and address of the initial managers of the company are:

Catherine Stewart
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609

Helen Stewart
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609

Alexander T. Gregg
5100 W. Kennedy Blvd. Ste. 425
Tampa, FL 33609

Joseph MacDonald
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Largo, Florida, on this 15th day of April, 1998.

Catherine Stewart
Catherine Stewart, Organizer / Managing Member

STATE OF FLORIDA

COUNTY OF Pinellas

Sworn to (or affirmed) and subscribed before me this 15th day of April, 1998, by Catherine Stewart, who is personally known to me, or who produced _____ as identification.

(SEAL)



Jonathan James Damonte
Printed Name: Jonathan James Damonte
Notary Public

WALLC's/MHP Group Five, LCArticles MHP Group Five LC.wpd

M.H.P. GROUP FIVE, L.C.

EXHIBIT "A"

TO ARTICLES OF ORGANIZATION

Member	Percentage	Contribution
Alexander T. Gregg	40%	\$320,000.00
Alexander MacDonald as Custodian for Jane MacDonald, a minor, under the Fla. UTMA	4%	\$ 32,000.00
Annie MacDonald	12%	\$ 92,000.00
Joseph W. MacDonald & Davina M. MacDonald	8%	\$ 64,000.00
Charles Stewart, Jr. & Helen Stewart	16%	\$128,000.00
Hugh J. Stewart & Catherine M. Stewart	20%	\$ 0.00
	-----	-----
	100%	\$636,000.00

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CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 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:	MHP Group Five, L.C.
The name of the registered agent is: and the street address of the agent is:	Stephen E. McConihay 5100 W. Kennedy Blvd., Ste. 425 Tampa, FL 33609

Dated this 10 day of April, 1998.

By: Catherine M. Stewart
Catherine M. Stewart, Organizer

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

Date: 4/13/98

Stephen E. McConihay, registered agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
TO
LIMITED LIABILITY COMPANY

STATE OF FLORIDA

COUNTY OF Pinellas

The undersigned member or authorized representative of a member of MHP Group Five, 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 members is US\$636,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is US\$0.00.
A description of the property is attached and made a part hereto, if any.
4. The total amount of cash or property anticipated to be contributed by members is
US\$636,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: April 15, 1998.

Catherine Stewart
Catherine M. Stewart, Organizer

Sworn to and subscribed before me this 15th day of April, 1998, by Catherine M. Stewart, who is personally known to me, or who has produced _____
as identification.

Ruth Suzanne Smith
Notary Public

(SEAL)

Ruth Suzanne Smith

Print, Type, or Stamp
Commissioned Name of Notary Public

W:\LLCs\MHP Group Five, LC\Affidavit of Membership & Contributions, MHP Five.wpd

