

L98000001521

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MPG Publix of Englewood,
LC

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LTD Partnership File _____
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 _____

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99 AUG 19 AM 9:48

DIVISION OF CORPORATION

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Signature

Requested by:

Chen 8-18 1038

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 18, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MPG PUBLIX OF ENGLEWOOD, L.C.
Ref. Number: W98000018913

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TALLAHASSEE, FLORIDA

We have received your document for MPG PUBLIX OF ENGLEWOOD, L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 898A00042964

ARTICLES OF ORGANIZATION
FOR
MPG PUBLIX OF ENGLEWOOD, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, do(es) hereby adopt the following Articles of Organization:

ARTICLE I

The name of the company is MPG PUBLIX OF ENGLEWOOD, L.C.

ARTICLE II

The street address of the initial principal office of the company is: 28050 U.S. Hwy. 19 N., Suite 208, Clearwater, FL 33761. This also serves as the mailing address of the company.

ARTICLE III

The company shall have perpetual existence, unless terminated by the unanimous written agreement of all members of the company, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continuing existence of the company notwithstanding the occurrence of any of the aforementioned events.

ARTICLE IV

This company is organized for the purpose of conducting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

All company power shall be exercised by, or under the

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

authority of, and the business affairs of the company shall be managed under the direction of the members of the company. This Article may be amended from time to time in the regulations of the company by a unanimous vote of its members. The name(s) and address(es) of the initial members managing the company are as follows:

Charles H. Monroe III
28050 US Hwy 19 North, Suite 208
Clearwater FL 33761

ARTICLE VI

The street address of the initial registered office of the company is Staack & Simms, P.A., 121 N. Osceola Avenue, 2nd Floor, Clearwater FL 33755 and the Registered Agent at that location is James A. Staack, Esquire.

ARTICLE VII

Members shall have the right to admit new members by unanimous consent only. Contributions required of new members shall be determined as of the time of admission to the company. A member's interest in the company may not be sold or otherwise transferred except upon the unanimous written consent of members.

ARTICLE VIII

The Company shall dissolve upon 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 company; provided, however, that the Company may continue to exist and conduct its business upon the unanimous consent of the remaining members.

ARTICLE IX

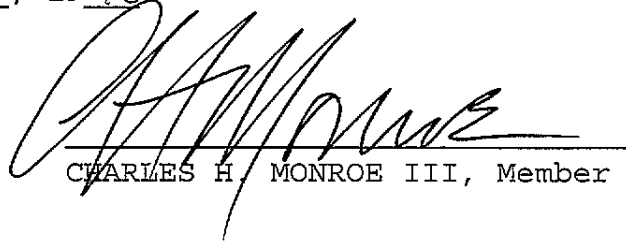
Power to adopt, alter, amend or repeal the regulations of the company shall be vested in the members adopted by the members may be repealed or altered, new regulations may be adopted, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by any manager. The regulations shall govern and address items relating to the day

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CLERK OF DISTRICT COURT
CLEARWATER, FLORIDA

to day operation of the company's business and shall address, without limiting the generality of the foregoing, such items as return of capital and distribution of profits and losses as between the members.

The Affidavit as to initial capital contributions is attached as Exhibit "A" hereto and made a part hereof.

The undersigned has executed these Articles of Organization this 22nd day of July, 1998


CHARLES H. MONROE III, Member

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CLERK OF COURT
JULIA

LIMITED LIABILITY COMPANY
AFFIDAVIT

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CLERK OF CIRCUIT COURT
PINELLAS COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, this day personally appeared CHARLES H. MONROE III, who is personally known to me or who produced a drivers license as identification and who first being duly sworn, deposes and says:

1. That he is a member of MPG PUBLIX OF ENGLEWOOD, L.C.
2. That MPG PUBLIX OF ENGLEWOOD, L.C. has at least two members.
3. That the amount of cash heretofore contributed by the members is \$60,000.
4. No additional sums are anticipated to be contributed by the members in the future, and no real or personal property has been heretofore contributed to the company by any member.
5. Affiant has attained the age of legal majority, is not the subject of any guardianship proceeding and is otherwise competent to testify to the matters set out herein.

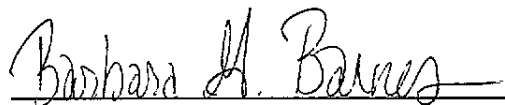
Further, Affiant sayeth naught.


CHARLES H. MONROE III, Affiant

SWORN TO AND SUBSCRIBED before me on this 22nd day of July, 19 98.



Barbara G. Barnes
MY COMMISSION # CC746349 EXPIRES
June 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary public
Printed: _____
My commission expires: _____
(SEAL)

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EXHIBIT A

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: MPG PUBLIX OF ENGLEWOOD, L.C.
2. The name and address of the registered agent and office is:
James A. Staack, Esquire
Staack & Simms, P.A.
121 North Osceola Avenue, Suite 200
Clearwater FL 33755

SIGNATURE


CHARLES H. MONROE III

TITLE: President

DATE: 7-22-98

Having been named as registered agent and to accept service of process for the above stated 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.

SIGNATURE


JAMES A. STAACK, Esquire

DATE: 8/14/98