

L98000001656

GOTTLIEB & GOTTLIEB, P.A.

Attorneys and Counselors at Law

2475 Enterprise Road, Suite 100

Clearwater, Florida 33763

(727) 791-1977

FAX 791-8090

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399

August 28, 1998

98 AUG 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN RE: MFH FINANCIAL, L.C.

200002628092--3
-08/28/98--01092--003
***337.50 ***337.50

Gentlemen:

Enclosed are the original and one copy of the *Articles of Organization*, the *Affidavit of Membership and Contributions*, and the *Certificate of Designation of Registered Agent/Registered Office* of the above-captioned limited liability company.

Also enclosed, please find our check in the amount of \$337.50 payable to the *Florida Department of State* which comprises the filing fee of \$250.00, designation of registered agent fee of \$35.00 and certified copy fee of \$52.50, all for the above-captioned limited liability company.

Please file the enclosed documents and return a certified copy to the undersigned.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,

GOTTLIEB & GOTTLIEB, P.A.

By:

Francine Perier

cb
Encs.

L98-1656

Name	12831
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

FILED
98 AUG 28 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 NAME - The name of the limited liability company is:

MFH FINANCIAL, L.C.

2 ADDRESS - The mailing address and street address of the principal office of the limited liability company is:

**2475 Enterprise Road, #100
Clearwater, FL 33763**

3 PURPOSES AND POWERS - The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

3.1 To engage in any activity or business authorized under the Florida Statutes.

3.2 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 herein set forth to the same extent as a natural person might or could do.

3.3 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

3.4 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in

ARTICLES OF ORGANIZATION

any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

3.6 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 herein set forth, 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.

3.7 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.

3.8 Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

4 CAPITAL CONTRIBUTIONS - Capital contributions in the amount of Two hundred seventy-five thousand dollars (\$268,100) cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in accordance with their membership interests.

5 PROFITS AND LOSSES -

5.1 Sharing of Profits. 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 a distributive share of the profits pro rata based upon their membership interests in the limited liability company. 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.

5.2 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 such sources are insufficient to cover such losses, by the members pro rata based upon their membership interests.

6 DURATION - The period of duration for the limited liability company shall be:

Five Years

Page 58
AUG 28 PM 4:30
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF ORGANIZATION

Page 3

7 MANAGEMENT - The limited liability company is to be managed by the members and the names and addresses of the managing members are:

Jerry Gottlieb
2475 Enterprise Road, #100
Clearwater, FL 33763

Richard Gottlieb
2475 Enterprise Road, #100
Clearwater, FL 33763

FILED
98 AUG 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8 ADMISSION OF ADDITIONAL MEMBERS - The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:


8.1 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.


8.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

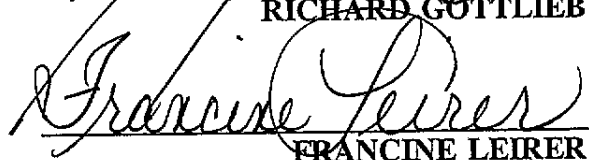
9 MEMBERS RIGHTS TO CONTINUE BUSINESS - The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be that the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

DATED: August 27, 1998.

MEMBERS:


JERRY GOTTLIEB

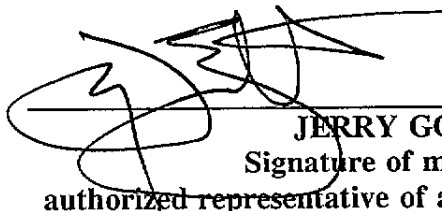

RICHARD GOTTLIEB


FRANCINE LEIRER

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **MFH Financial, L.C.** deposes and says that:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is Two hundred seventy-five thousand dollars (\$275,000)
- 3) If any, the agreed value of property other than cash contributed by members is None
- 4) The amount of cash or property anticipated to be contributed by members is None


JERRY GOTTLIEB
Signature of member or
authorized representative of a member

(In accordance with §608.408(3), *Florida Statutes*, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

FILED
98 AUG 28 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF §608.415 or §608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

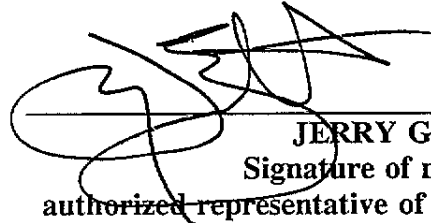
1. The name of the limited liability company is:

MFH FINANCIAL, L.C.

2. The name and address of the registered agent and office is:

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763

FILED
98 AUG 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



JERRY GOTTLIEB
Signature of member or
authorized representative of a member

(In accordance with §608.408(3), *Florida Statutes*, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with, and accept, the obligations of our position as Registered Agent.

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763

By: 
RICHARD GOTTLIEB, ESQ.

Dated: Aug 27, 1998