

L98000002178



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 989631 7116793

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 337.50

ORDER DATE : October 8, 1998

ORDER TIME : 11:43 AM

ORDER NO. : 989631-005

CUSTOMER NO: 7116793

CUSTOMER: Geoffrey T. Hodges, Esq
AGLIANO HODGES & WHITTEMORE,
AGLIANO HODGES & WHITTEMORE,
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

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DOMESTIC FILING

NAME: MORGAN-STEVEN INVESTMENTS

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

L98-2178

Name	<i>AL</i>
Availability	<i>AL</i>
LLC	<i>AL</i>
Document	<i>AL</i>
Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater	<i>AL</i>
Verifier	<i>AL</i>
Acknowledgement	<i>AL</i>
W.P. Verifier	<i>AL</i>

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MORGAN-STEVEN INVESTMENTS, LLC

ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, sets forth the following:

ARTICLE I

NAME

The name of the Limited Liability Company is MORGAN-STEVEN INVESTMENTS, LLC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Limited Liability Company shall commence five days prior to the filing of these Articles in the office of the Secretary of State of Florida and shall terminate upon the first to occur of the following:

- (i) December 31, 2050; or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III

PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability

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Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws, including, but not limited to, the power to purchase goods.

ARTICLE IV

ADDRESS OF PLACE OF BUSINESS

The address of the place of business in Florida for the Limited Liability Company is 77th South Harbour Island Boulevard, Suite 930, Tampa, Florida 33602.

ARTICLE V

REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is Geoffrey Todd Hodges, Esquire, 400 North Tampa Street, Suite 2630, Tampa, Florida 33602.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Limited Liability Company is Fifty Thousand and 00/100 Dollars (\$50,000.00). No property other than cash will be contributed to the Limited Liability Company, and the Limited Liability Company does not anticipate receiving additional contributions. The Limited Liability Company shall have the right to accept additional contributions at any time in the discretion of the managing members.

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ARTICLE VII

CLASSES OF MEMBERS

The Limited Liability Company shall have one class and one series of members.

ARTICLE VIII

ADDITIONAL MEMBERS

Members may be admitted as provided by the Regulations.

ARTICLE IX

CONTINUITY OF BUSINESS

Upon 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, the business of the Limited Liability Company shall be continued unless the members elect otherwise.

ARTICLE X

MANAGEMENT

The Limited Liability Company is to be managed by managing members. The name and address of the initial managing member who will serve as such until his successor is elected and qualifies are as follows:

Geoffrey Todd Hodges
400 North Tampa Street, Suite 2630
Tampa, Florida 33602

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ARTICLE XI

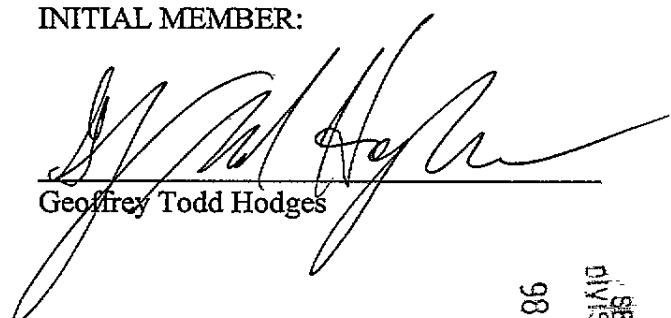
REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations shall be vested in the Members.

* * * * *

Executed at Tampa, Florida, on the 7th day of October, 1998.

INITIAL MEMBER:



Geoffrey Todd Hodges

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Morgan-Steven Investments, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 608.415 and is registered agent as designated by the Articles of Organization of Morgan-Steven Investments, LLC

Executed this 7th day of October, 1998.



Geoffrey Todd Hodges

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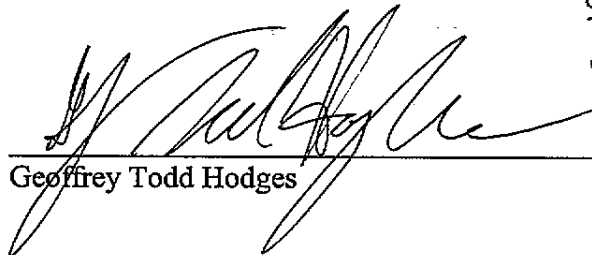
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Geoffrey Todd Hodges, who, being first duly sworn and under penalty of perjury, says:

- i. That he is the initial member of Morgan-Steven Investments, LLC, a Florida limited liability company.
- ii. That the total amount of cash contributed by the member(s) is \$50,000.00. The value of property other than cash contributed is -0-. The limited liability company does not anticipate receiving additional contributions.


FURTHER AFFIANT SAYETH NAUGHT.



Geoffrey Todd Hodges

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Sworn to and subscribed before me this 7th day of October, 1998, by Geoffrey Todd Hodges, who is personally known to me.



Name: Patricia A. Personius (print)
NOTARY PUBLIC
Commission No.: _____
Commission Expiration Date: _____



Patricia A. Personius
My Commission CC693184
Expires November 21, 2000