

LAW OFFICES
OF
GOLDSMITH & GROUT
PROFESSIONAL ASSOCIATION

KAREN L. GOLDSMITH
JONATHAN S. GROUT
PETER A. LEWIS
RANDY C. BRYAN

November 9, 1998

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

500002688415--D
-11/16/98--01099--005
****346.25 ****302.50

Re: MSL Financial Services, L.L.C.

346.25

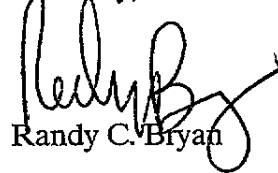
Dear Division of Corporations:

Enclosed please find an original and one copy of: 1) the Articles of Organization for MSL Financial Services, L.L.C.; 2) the Certificate of Designation of Registered Agent/Registered Office for MSL Financial Services, L.L.C.; and 3) the Affidavit of Membership and Contributions for MSL Financial Services, L.L.C.

Also enclosed is a check in the amount of \$346.25 made payable to the Department of State. These funds include the \$250.00 filing fee; the \$35.00 Designation of Registered Agent fee; the \$52.50 certified copy fee; and the \$8.75 fee to obtain a copy of a Certificate of Status. Please return the Certificate of Status and certified copy of the Articles to the Winter Park address below. If you have any questions during the processing of this request, please do not hesitate to contact me at (407) 740-0144.

Thank you for your prompt attention to this matter.

Sincerely,


Randy C. Bryan

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SECRETARY OF STATE

198-2769
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Name	
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

Reply to:

385 West Fairbanks Avenue, #300
Post Office Box 2011
Winter Park, FL 32790-2011
Telephone (407) 740-0144
Telecopier (407) 740-8574

307 West Park Avenue
Post Office Box 1017
Tallahassee, FL 32302-1017
Telephone (850) 222-1745
Telecopier (850) 222-0708

**ARTICLES OF ORGANIZATION
OF
MSL FINANCIAL SERVICES, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of this Limited Liability Company is MSL Financial Services, L.L.C.

ARTICLE II - MAILING ADDRESS

The mailing address and street address of the principal office of MSL Financial Services, L.L.C. is 1201 S. Orlando Avenue, Suite 400, Winter Park, Florida 32789-7192.

ARTICLE III - DURATION

The period of duration for MSL Financial Services, L.L.C. shall be perpetual from the date of filing these Articles with the Department of the State, except for the limitations set out in Florida Statutes Section 608.441.

ARTICLE IV - REGISTERED AGENT & OFFICE

The name of the initial registered agent of MSL Financial Services, L.L.C. is Karen L. Goldsmith. The street address of the initial registered agent is 385 W. Fairbanks Avenue, Suite 300, Winter Park, Florida 32789.

ARTICLE V - ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - TERMINATION OF MEMBERSHIP

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in MSL Financial Services, L.L.C., the remaining members may, by unanimous agreement, continue the business of MSL Financial Services, L.L.C.

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ARTICLE VII - MANAGEMENT

The management of MSL Financial Services, L.L.C. shall not be reserved to the members. Instead, the management functions of MSL Financial Services, L.L.C. are vested in the following manager who shall engage in business for MSL Financial Services, L.L.C.:

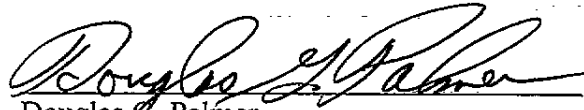
J. Kenneth Bryant
1201 S. Orlando Avenue, Suite 400
Winter Park, Florida 32789-7192

This initial manager shall serve until the first annual meeting of members or until a successor manager is qualified and elected as prescribed by and provided in the regulations of the Company. The manager shall also hold the offices and have the responsibilities accorded to him by the members set out in the regulations of the Company.

ARTICLE VIII - REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of MSL Financial Services, L.L.C.

The undersigned executed these Articles of Organization on November 9, 1998.

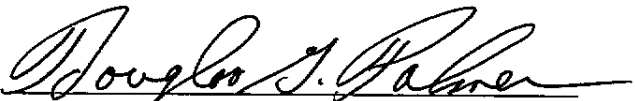

Douglas G. Palmer

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR MSL FINANCIAL SERVICES, L.L.C.

The undersigned member or authorized representative of a member deposes and says:

1. The above named limited liability company has at least one member, Moore Stephens Lovelace, P.A.;
2. The total amount of cash contributed by the member is \$100.00.
3. The member has not contributed any property other than cash to the L.L.C.
4. The amount of cash or property anticipated to be contributed by the member is \$100.00. This total includes amounts from 2 and 3 above.

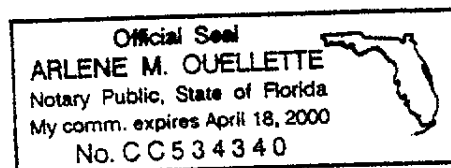

Douglas G. Palmer

STATE OF FLORIDA }

COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Douglas G. Palmer, who is personally known to me ~~or who has produced~~ as identification and who ~~did~~ did not take an oath.


NOTARY PUBLIC
My Commission Expires:



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TALLAHASSEE, FLORIDA

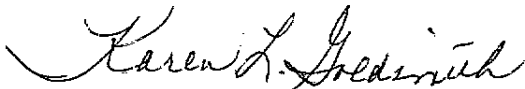
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR MSL FINANCIAL SERVICES, L.L.C.

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES SECTION 608.415,
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 MSL Financial Services, L.L.C.
2. The name and address of the registered agent and office is as follows:

Karen L. Goldsmith
385 W. Fairbanks Ave., Suite 300
Winter Park, Florida 32789

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.



Karen L. Goldsmith

11-10-98
Date

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TALLAHASSEE, FLORIDA