

PROSCAN
UNIVERSITY

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To whom it may concern;

If there are any questions regarding the
inclosed information please call Jay Holley
at 606-254-1100,

Thank you
Mark Holley

CM

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12/15/98-01101-002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned individual of a limited liability company formed under the Florida Limited Liability Company Act hereby adopts the following Articles of Organization:

ARTICLE I – Name:

The name of the limited liability company is M & S Transfer, L.L.C.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is 5700 70th Avenue North, Pinellas Park, Florida 33781.

ARTICLE III – Duration:

The period of duration for this limited liability company is perpetual from the date of filing the Articles of Organization with the appropriate state filing office, unless sooner dissolved by the members or as provided by state law.

ARTICLE IV – Management:

The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate interest in their company and shall have exclusive authority to act for the company in all matters. The names and addresses of the members of the company are: Mark A. Holley of 5700 70th Avenue North, Pinellas Park, Florida 33781 and Sandy D. Holley of 5700 70th Avenue North, Pinellas Park, Florida 33781.

ARTICLE V – Admission of Additional Members:

Additional Members may be admitted to this Limited Liability Company only upon such terms as are unanimously agreed to by all Members.

ARTICLE VII – Members Rights to Continue Business:

The remaining Members of the limited liability company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE VIII – Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of M & S Transfer, Limited Liability Company certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 4000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 4000 .



Signature of a member or an authorized representative of a member.

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

MARK A. Holley

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: M+S TRANSFER

2. The name and the Florida street address of the registered agent are:

Mark A. Holley
5700 70th Avenue North,
NAME

PineLLas Park
Florida street address (P. O. Box NOT ACCEPTABLE)

FL 33781
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Mark A. Holley
SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent