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FLORIDA/FOREIGN LIMITED LIABILITY CO

ROCKMONT HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
ROCKMONT HOLDINGS, LLC**

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, the following are the Articles of Organization for ROCKMONT HOLDINGS, LLC (the "Company"):

ARTICLE I - NAME

The name of the limited liability company is ROCKMONT HOLDINGS, LLC (the "Company").

ARTICLE II - MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business of the Company is 605 Lincoln Rd., Suite 300, Miami Beach, Florida 33139.

ARTICLE III - INITIAL REGISTERED AGENT


The name and address of the initial registered agent for the Company in Florida is Alex McLane Soto, c/o Hutton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE IV - MANAGEMENT

The Company shall be managed by its managing members. The names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
Perry Marsh Investments, LLC	605 Lincoln Rd., Suite 300 Miami Beach, Florida 33139
MBF Holdings, LLC	4991 SW 86 th Street Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned authorized representative of ROCKMONT HOLDINGS, LLC has executed these Articles of Organization as of February 28, 2006.



Alex McLane Soto, Authorized Representative

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That **ROCKMONT HOLDINGS, LLC**, desiring to organize under the laws of the State of Florida, has named Alex McLane Soto, whose offices are located at c/o Huntron & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 28th day of February, 2006.



Registered Agent Signature

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