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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

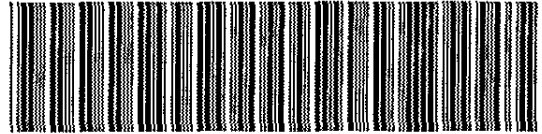
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WILLIAM M. TUTTLE, II, P.A.
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September 25, 2006

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MC Real Estate Holdings, L.L.C.

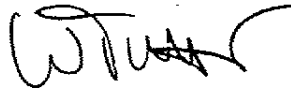
Gentlemen:

Enclosed is the original and one copy of the Articles of Organization for the Florida Limited Liability Company of MC Real Estate Holdings, L.L.C. Enclosed also please find our check, made payable to the Secretary of State, in the amount of \$125.00 representing the filing fee and Registered Agent fee.

Once the Articles have been filed, please send us a copy and confirmation of the filing. Please send it to attention William M. Tuttle, II, Esq., 1320 S. Dixie Highway, Suite 851, Coral Gables, Florida 33146.

If you have any other questions or comments, please do not hesitate to contact me. Thank you.

Sincerely,



WILLIAM M. TUTTLE, II, ESQ.

WMT/sp
Enclosures

**Articles Of Organization
For The
Florida Limited Liability Company
Of**

MC Real Estate Holdings, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is:

MC Real Estate Holdings, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is:

c/o Duffield W. Matson, III
770 South Dixie Highway, Suite 101
Coral Gables, Florida 33146

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

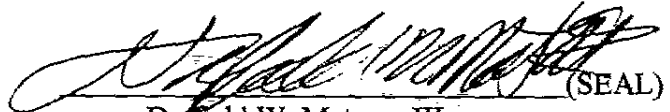
The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)" and is, therefore, a manager-managed company.

ARTICLE V - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of the Limited Liability Company is:

Duffield W. Matson, III
770 South Dixie Highway, Suite 101
Coral Gables, Florida 33146
Phone: (305) 662-3852

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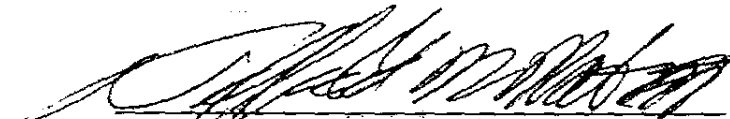

Duffield W. Matson, III (SEAL)

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

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-named Limited Liability Company, at the place designated in the foregoing Articles of Organization pursuant to the provisions of Section 608.415, Florida Statutes, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to the proper and complete discharge of his duties.

Dated: September 25, 2006.


Duffield W. Matson, III
Registered Agent