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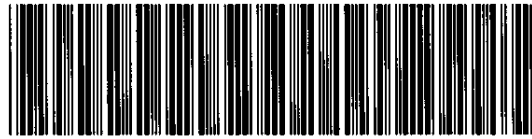
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*[Handwritten signature]*

**ALAYON & ASSOCIATES, P. A.**

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST, 11<sup>TH</sup> CIR & T.C.)  
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LOURDES SANCHEZ-BARCIA (FL. & FED.)

GARY S. BROOKS (FL. & FED.)\*

\*OF COUNSEL

REPLY TO: X

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25 SOUTHEAST 2<sup>ND</sup> AVENUE  
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TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33146

June 7, 2006

**FEDERAL EXPRESS**

Gretchen Harvey  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: M.C.P. Family Investments II, Inc. & Ltd.**

Dear Gretchen:

Enclosed please find Articles of Incorporation for M.C.P. Family Investments II, Inc. as well as the Certificate of Limited Partnership for M.C.P. Family Investments II, Inc.

Please provide us with a Certificate of Good Standing and send me the originals via Federal Express for next day morning delivery.

We have enclosed a check in the amount of \$1,166.25 for the applicable filing fee as well as a self-addressed Fed-Ex envelope. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,

  
Jennifer Aleman

/jla  
Enclosure(s)

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**ARTICLES OF INCORPORATION**  
**OF**  
**M.C.P. FAMILY INVESTMENTS II, INC.**

The undersigned Incorporator sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

M.C.P. FAMILY INVESTMENTS II, INC.

**ARTICLE II**  
**TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**  
**CAPITAL STOCK**

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

**ARTICLE V**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&A REGISTERED AGENT, INC. ✓  
4551 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

**ARTICLE VI**  
**MAILING ADDRESS OF THE CORPORATION**

The mailing address of the Corporation is:

4551 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

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The principal office of the Corporation as of the date of execution of these Articles, and is:

4551 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

**ARTICLE VII**  
**BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have two (2) directors initially. The name and address of the initial director(s) of the corporation and the officers, who shall hold office until their successor is elected and qualified or until their earlier resignation or removal from office are:

**MARIO PINO -- PRESIDENT SECRETARY, TREASURER AND DIRECTOR  
6860 N.W. 75<sup>TH</sup> ST.  
MEDLEY, FLORIDA 33166**

**CIRA PINO -- DIRECTOR  
6860 N.W. 75<sup>TH</sup> ST.  
MEDLEY, FLORIDA 33166**

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

**ARTICLE VIII**  
**INCORPORATOR**


The name and address of the incorporator of the corporation is:

Mario Pino  
4551 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 17<sup>th</sup> day of May, 2006.


  
\_\_\_\_\_  
Mario Pino  
Incorporator

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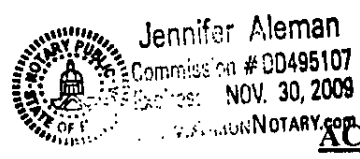
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, personally appeared Mario Pino to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 17<sup>th</sup> day of May, 2006.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:

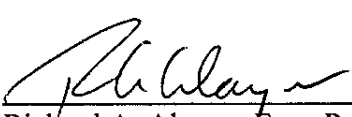


**ACCEPTANCE BY REGISTERED AGENT**

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Having been appointed the registered agent of M.C.P. FAMILY INVESTMENTS II, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 17<sup>th</sup> day of May, 2006.

  
\_\_\_\_\_  
Richard A. Alayon, Esq., President  
A&A Registered Agent, Inc.