



ACCOUNT NO. : 072100000032

REFERENCE : 872042 11663B

AUTHORIZATION :

COST LIMIT : \$ 130.00

ORDER DATE : October 23, 2000

ORDER TIME : 11:30 AM

ORDER NO. : 872042-005

CUSTOMER NO: 11663B

CUSTOMER: Paul R. James, Esq
Kubicki Draper Gallagher &
Mcgrane, Pa
Suite 1600
One E. Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: M.D.C., LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
00 OCT 23 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900003435429--1

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 23 PM 1:39
NOTIFIED
TO ADOPTOR OF
SUFFICIENCY OF FILING

LOO-12945
JR

**ARTICLES OF ORGANIZATION
FOR M.D.C., LLC**

ARTICLE I: NAME

The name of the Limited Liability Company is **M.D.C., LLC**


ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2124 NW 2nd Avenue, Wilton Manors, FL 33311

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are: Paul R. James, Esq., One East Broward Blvd., Suite 1600, Fort Lauderdale, FL 33301

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 and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent as provided for in Chapter 608, F.S.



Paul R. James, Esq.

ARTICLE IV: MANAGEMENT

The limited Liability Company is to be managed by one manager or more managers and is therefore, a manager-managed company



Matthew Eicholz, Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of M.D.C., LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 6th day of October, 2000.

Matthew L. Eicholz

Witness:

Matthew Eicholz

Arlene B. Velasco

Typed or Printed Name

Arlene B. Velasco

Witness

N. Minnick

Typed or Printed Name

NORMAN MINNICK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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