

000000015005

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE SUITE 600  
WEST PALM BEACH, FLORIDA 33401-4323  
(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

MJH

Steven L. Daniels  
E-mail: sldaniels@arnstein.com

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

November 27, 2000

500003481685--5  
-11/30/00--01082--001  
\*\*\*\*125.00 \*\*\*\*125.00

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: M&H Development, LLC

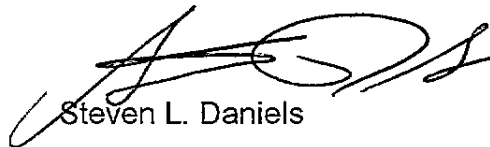
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization and Designation of Registered Agent for M&H Development, LLC, together with this firm's check in the amount of \$125 to cover the fees for filing.

After filing the Articles with the State, please return the Certificate to me in the enclosed stamped, self-addressed envelope.

If you should have any questions, please feel free to call me. Thank you for your prompt attention to this matter.

Very truly yours,



Steven L. Daniels

SLD/dk  
Enclosures

100690\_1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 30 PM 5:59

**ARTICLES OF ORGANIZATION  
OF  
M&H DEVELOPMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be M&H DEVELOPMENT, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be:

3870 N.E. 31<sup>st</sup> Avenue  
Lighthouse Point, Florida 33064

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization or the Regulations of the Company.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire  
Arnstein & Lehr  
433 Plaza Real, Suite 275  
Boca Raton, FL 33432

**ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS**

The Members of the Company shall contribute to the capital of the Company the cash set forth in Exhibit "A" and each Member shall receive the number of ownership units as set forth in said Exhibit. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 NOV 30 PM 5:59

## ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

## ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

## ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of both Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

## ARTICLE IX -- MANAGEMENT

The Company shall be managed by two Managing Members in accordance with Regulations adopted by the Member for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the Managing Members of the Company are:

Charles Moretto & Dwight Hikel  
3870 N.E. 31<sup>st</sup> Avenue  
Lighthouse Point, Florida 33064

The amendment of these Articles of Organization, shall require the unanimous approval of the Members.

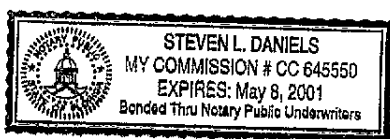
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boca Raton, Florida, on this 22 day of November, 2000.

M&H DEVELOPMENT, LLC  
a Florida limited liability company

By: Charles Moretto  
Charles Moretto, Managing Member  
By: Dwight Hikel  
Dwight Hikel, Managing Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

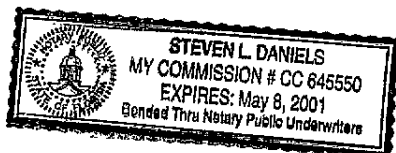
I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 22 day of November, 2000 by CHARLES MORETTO, Managing Member of M&H DEVELOPMENT, a Florida limited liability company and is personally known to me or has produced \_\_\_\_\_ as identification.



Steven L. Daniels  
Notary Public  
Commission No: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 22 day of November, 2000 by DWIGHT HIKEL, Managing Member of M&H DEVELOPMENT, a Florida limited liability company and is personally known to me or has produced \_\_\_\_\_ as identification.



Steven L. Daniels  
Notary Public  
Commission No: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That M&H DEVELOPMENT, LLC desiring to organize under the laws of the State of Florida, has named Steven L. Daniels, Esquire as its statutory registered agent. Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 22 day of November, 2000.

  
STEVEN L. DANIELS  
Registered Agent

NOV. 22. 2000 9:31AM

ARNSTEIN & LEHR

NO. 3990 P. 6

**EXHIBIT "A"**

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>	<u>OWNERSHIP UNITS</u>
Charles Moretto	100	100
Dwight Hikel	100	100

100455\_1