

**MUCHNICK
WASSERMAN
DOLIN &
LEVINE, LLP**

Attorneys At Law

L01000005551

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† Florida Bar Board Certified Labor
& Employment Lawyer
** Also Admitted Ohio Bar
*** Also Admitted New Jersey Bar

April 4, 2001

VIA FEDERAL EXPRESS

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

500003963635--7
-04/09/01-01010-013
****160.00 ****160.00

Re: Articles of Organization of, M.C.D.P., Ltd. Co.

Dear Sir or Madam:

Enclosed herewith please find two signed copies of Articles of Organization with regard to the above referenced limited liability corporation, together with our firm's check in the amount of \$160.00 which covers the following:

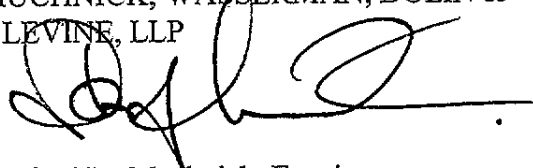
1.	Filing Fee	\$100.00
2.	Registered Agent Fee	\$ 25.00
3.	Certified Copy	\$ 30.00
4.	Certificate of Status	\$ 5.00
		\$ 160.00

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN, DOLIN &
LEVINE, LLP



Sanford L. Muchnick, Esquire

SLM/hcd
Enclosures

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Reply to:

□ Hollywood Office • Presidential Circle
4000 Hollywood Boulevard • Suite 620 North • Hollywood, Florida 33021
Broward (954) 989-8100 • Dade (305) 624-9100 • Fax (954) 989-8700

□ Boca Raton Office • One Boca Place
2255 Glades Road • Suite 234 West • Boca Raton, Florida 33431
Palm Beach (561) 981-8882 • (561) 989-0054 (Hollywood Office) • Fax (561) 995-9353

Website: mwdl-law.com • E-mail: attorneys@mwdl-law.com

ARTICLES OF ORGANIZATION
FOR A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- Name:

The name of the Limited Liability Company is: **M.C.D.P., Ltd. Co.**

ARTICLE II-Address

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

2201 SE 19th Street
Ft. Lauderdale, FL 33316

ARTICLE III-Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered Agent is:

Shannon N. Marsh
2201 SE 19th Street
Ft. Lauderdale, FL 33316

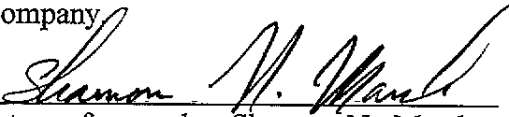
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV-Management

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


Signature of a member-Shannon N. Marsh

Shannon N. Marsh
Type or printed name of signee

ARTICLE V-Nature of Business

The general nature of the business, proposed object, and/or purpose to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Organizations might or could do.

This Organization may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida.

In addition to the above, the Organization shall be entitled to do the following:

- A. Engage in wholesale and retail distribution of, sale of, design of and maintenance of, any and all types of products whether it be for public or private use or sale.
- B. Purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, maintain, handle on consignment, own, hold for investment or otherwise use, exercise, operate, manage, conduct, perform, enjoy, make, borrow, guarantee, contract in respect of, trade and deal in, sell (whether wholesale or retail), cater, exchange, mortgage, pledge, expand, encumber, transfer, assign and in all other ways dispose of, assemble, build, construct,

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operate, manufacture, place, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including, but not limited to food, liquor, restaurant products, money, credits, choses in action, securities, stocks, bonds, warrants, certificates, debentures, mortgages, notes on commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation (foreign or domestic) or of any government or subdivision, or agency thereof.

C. Hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

D. Promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

E. Let concessions to others to do any of the things that this Organization is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

F. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purpose, or object of, or attaining to the business, purpose, or object of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF ORGANIZATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Organization as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

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ARTICLE VI

The following bylaws of the Organization were adopted by the Limited Liability Company:

- A. The business, purpose, and object of this Organization shall be managed by the Members who shall be headed by a Chairman. Initially, one of the members shall act as Chairman. The number of Members shall at all times be in direct proportion to their ownership of the organization. All actions of the Member Board shall be approved by the affirmative vote of 3/4 of the members entitled to vote thereon (or in the manner provided for by law).
- B. All prorations or other expenses of organization shall be retroactive to January 1, 2001.
- C. All expenses of the organization shall be apportioned and be paid equally by the four members.

ARTICLE VII- Members

The names, addresses and ownership interests in the organization are as follows:

- | | | |
|----|--|-----|
| 1. | Patricia & Geary Cotton
615 Idlewyld Drive
Ft. Lauderdale, FL 33301 | 25% |
| 2. | Cynthia & Damon DeSantis
12121 NW 11 th Street
Plantation, FL 33323 | 25% |
| 3. | H & N Enterprises, Inc.
281 Elks Point Road, Suite #207
Zephyr Cove, NV 89448 | 25% |
| 4. | Shannon N. Marsh
2201 SE 19 th Street
Ft. Lauderdale, FL 33316 | 25% |

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TALLAHASSEE, FLORIDA

ARTICLE VIII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF ORGANIZATION shall be vested in the Members. Each Amendment shall be approved by the affirmative vote of 3/4 of the Members entitled to vote thereon at a meeting of the members called for that purpose.

WHEREFORE, for the purpose of forming this Organization under the Laws and Statutes of the State of Florida, the undersigned has made, subscribed to, executed, and acknowledges these ARTICLES OF ORGANIZATION this 2 day of April, A.D., 2001.

Shannon N. Marsh
SHANNON N. MARSH

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this 2 day of April, 2001, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, SHANNON N. MARSH, who is personally known to me ☒ or who produced _____, as identification, to be the person described in, and who signed and executed the foregoing ARTICLES OF ORGANIZATION, and acknowledged the execution thereof to be her/his/their free act and deed for the uses, purposes, and objects therein mentioned.



Sanford L. Muchnick
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Sanford L. Muchnick

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My Commission Expires