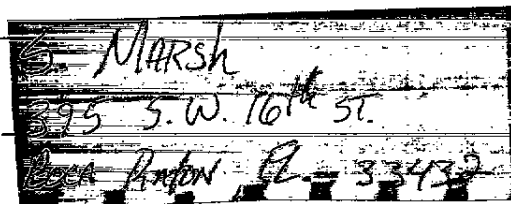


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Requester's Name



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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy | | |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED
2001 DEC 12 AM 8:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

FAX AUDIT NO.: _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
M.C.D.P., Ltd. Co.**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Amended and Restated Articles of Organization:

Article I
Name

The name of the limited liability company is M.C.D.P., Ltd. Co. (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Mailing Address

The mailing address and the street address of the Company's initial principal office is P.O. Box 2515 Stateline, Nevada 89449.

Article IV
Nature of Business

This Company 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 Company 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, sel (whether wholesale or retail), cater, exchange, mortgage, pledge, expand,

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TALLAHASSEE, FLORIDA

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encumber, transfer, assign and in all other ways dispose of, assemble, build, construct, 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 papers 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 Company is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements for 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 Amended and Restated Articles of Organization (including any and all amendments thereto) or the Operating Agreement for the Company, necessary or incidental to the protection or benefit of the Company as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this Company is Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33394, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

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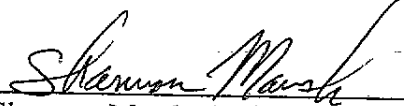
Article VI
Management

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

Article VII
Amendment

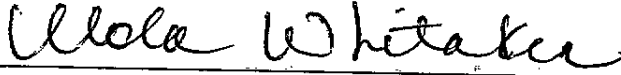
The power to adopt, alter, amend, and/or repeal the Amended and Restated Articles of Organization shall be vested in the Members. Each Amendment shall be approved by the affirmative vote of 3/4 of the Members entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial manager has executed these Amended and Restated Articles the 30th day of September, 2001.


Shannon Marsh, Authorized Representative

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30 day of September, 2001, by SHANNON MARSH, who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large.

My Commission Expires:



Nola Whitaker
Commission # CC 794948
Expires DEC. 6, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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2001 DEC 12 AM 8:20
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TALLAHASSEE, FLORIDA

FAX AUDIT NO.: _____

ACCEPTANCE BY REGISTERED AGENT

M.C.D.P., Ltd. Co., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Section 608.407 of the Florida Statutes, with its registered office, as indicated in the Amended and Restated Articles of Organization in the City of Fort Lauderdale, County of Broward, State of Florida, has named Valdes-Fauli Corporate Services, located at Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida, 33394, as its registered agent within the State.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services

By: _____

Andrew S. Robins, Vice President

Dated: ~~September~~ ^{December} 6, 2001

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