

5.
LO1000011445



ACCOUNT NO. : 072100000032

REFERENCE : 220328 10316A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : July 12, 2001

ORDER TIME : 8:25 AM

ORDER NO. : 220328-005

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
Law Offices Of Sidney Z.
Brodie
Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

100004474201--2

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUL 13 AM 9:53

TO AGENCY OF FILING
TO AGENCY OF FILING

DOMESTIC FILING

NAME: M. & S DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

FILED
01 JUL 13 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
7/13

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: M & S DEVELOPMENT, L.L.C.

ARTICLE II - Address:

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

7270 NW 12TH STREET, PH-I, MIAMI, FLORIDA 33126

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:

(Check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

X The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Sidney Z. Brodie 7270 NW 12th Street, PH-I, Miami, Florida 33126

FILED
01 JUL 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution in amount to be decided by the then remaining members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members will have the unlimited right to continue the business in all eventualities.

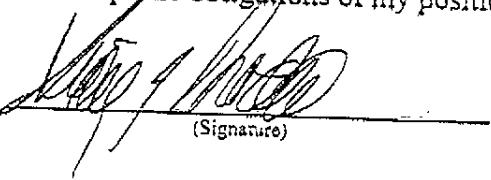
FILED
01 JUL 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
RESIGNATION AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: M & S DEVELOPMENT, L.L.C.
2. The name and address of the registered agent and office is: Sidney Z. Brodie, whose address is 7270 NW 12th Street, PH-I, Miami, Florida 33126.

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 property and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.


(Signature)

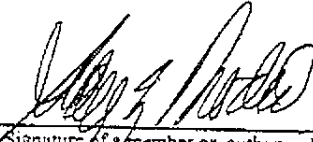
7-12-2001

(Date)

Designation of Registered Agent

FILED
01 JUL 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE PAGE OF MEMBER



Signature of a member or authorized representative of a member
(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit
constitutes of affirmation under the penalties of perjury that the facts stated herein are true)
SIDNEY Z. BRODIE

FILED

01 JUL 13 AM 10:56

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**