

**CORPORATE
ACCESS,
INC.**

0010000019232

236 East 6th Avenue • Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 • Fax (850) 222-1666

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LLC

1.) **M.B.W. LLC**
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MBW, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is MBW, LLC, a Florida limited liability company (the "Company").

ARTICLE II: DURATION

The existence of the Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of all the remaining members, or by amendment of these Articles of Organization thereby providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The principal place of business and mailing address in Florida for the Company shall be 1521 Alton Road, Suite 426, Miami Beach, Florida 33139.

ARTICLE V: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Brad Knoefler and the address of the initial registered agent is 1521 Alton Road, Suite 426, Miami Beach, Florida 33139.

ARTICLE VI: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Company.

ARTICLE VII: ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the members of the Company.

ARTICLE VIII: REGULATIONS

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the business of the Company.

ARTICLE X: MANAGEMENT

The management of the Company is reserved to the member, or officer of the member, that shall be referred to as managing member. The name and address of the managing member that shall serve as managing member until the first annual meeting of members or until a successor is elected and qualified is:

Brad Knoefler
1521 Alton Road, Suite 426
Miami Beach, Florida 33139

These Articles of Organization were executed by the subscribing members this 2nd day of November, 2001.

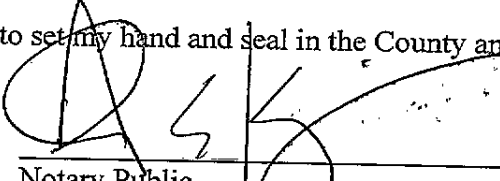


Brad Knoefler

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

On this 2nd day of November, 2001, before me personally appeared BRAD KNOEFLE
who is personally known to me known to be the person who executed the foregoing or who provided
Known to me as identification and acknowledged before me that he executed the same for
the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State
aforesaid.



Notary Public
State of Florida at Large
Print Name: Alan E. Krinzman
Commission No.: _____
My Commission Expires: _____

 Alan E. Krinzman
Commission # CC 789240
Expires NOV. 8, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **MBW, LLC**, a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 2nd day of November, 2001

By: _____


Brad Knoefler, Registered Agent