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November 20, 2001

11/26

FILED

November 5, 2001

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****250.00 ****125.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization for Florida Limited Liability Companies

Greetings:

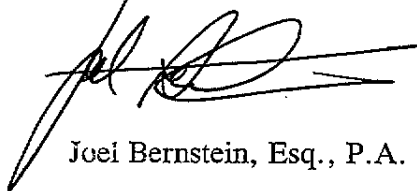
Enclosed please find the Articles of Organizations for Florida Limited Liability Companies for the following:

MAS Holding, LLC
M & A Consulting, LLC

Also, please find enclosed our check in the amount of \$250 to cover the fees.

Please return copies to us for our files.

Very truly yours,



Joel Bernstein, Esq., P.A.

JB/jm
enc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MAS HOLDING, LLC

ARTICLE II - Address:

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

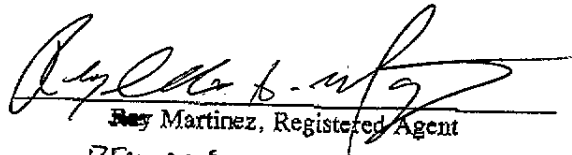
10300 Sunset Drive
Suite 380
Miami, FL 33173

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

The name and the Florida street address of the registered agent are:

REYNALDO
~~Ray~~ Martinez
10300 Sunset Drive
Suite 380
Miami, FL 33173

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.

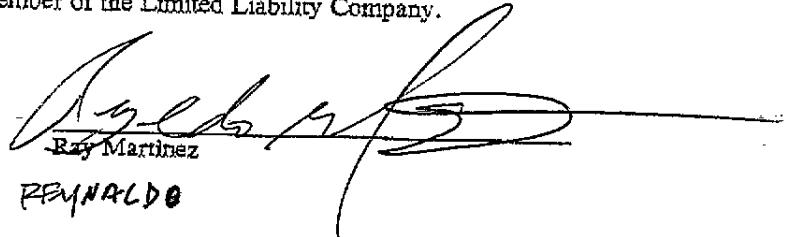

Ray Martinez, Registered Agent

ARTICLE IV - Management

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

These Articles are executed by ~~Ray~~ **REYNALDO** Martinez, a member of the Limited Liability Company.

Date: November 16, 2001


Ray Martinez
REYNALDO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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