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November 20, 2001

11/26

11/26

November 5, 2001

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--11/26/01--01023--006  
\*\*\*\*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:

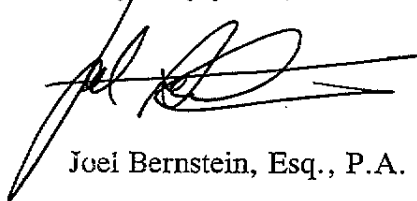
Enclosed please find the Articles of Organizations for Florida Limited Liability Companies for the following:

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  
01 NOV 26 AM 10:18  
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

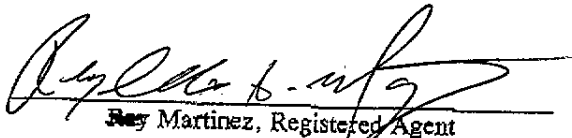
**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

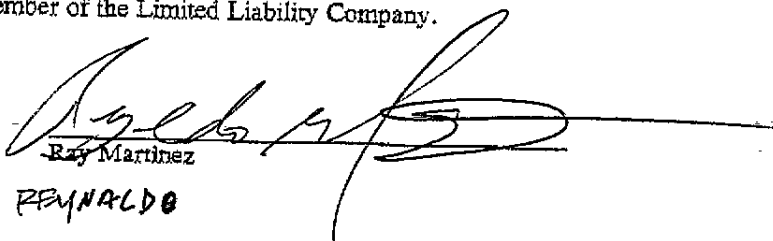
**ARTICLE IV - Management**

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

REYNALDO

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

Date: November 16, 2001

  
Ray Martinez  
REYNALDO

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