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Florida Department of State

Division of Corporations

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Division of Corporations

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LIMITED LIABILITY COMPANY

MCapital II, LLC

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ARTICLES OF ORGANIZATION  
OF  
MCAPITAL II, LLC

The undersigned hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

MCapital II, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

1106 North Franklin Street  
Tampa, Florida 33602

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Blvd., Suite 2700, Tampa, FL 33602 and the initial registered agent of the Company at such office shall be Nelson T. Castellano. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE IV

Business and Purposes

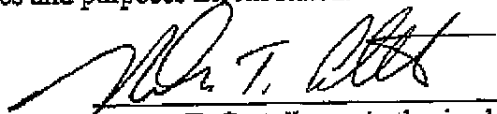
The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated.



Nelson T. Castellano, Authorized Representative

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## MCAPITAL II, LLC

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 20<sup>th</sup> day of March, 2002.

  
Nelson T. Castellano

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