L020000177

ACCOUNT NO. : 072100000032

REFERENCE:

661493

AUTHORIZATION:

COST LIMIT : \$ 155.00

ORDER DATE : July 12, 2002

ORDER TIME : 2:20 PM

ORDER NO. : 661493-005

CUSTOMER NO: 4362770 **PLEASE FILE FIRST***

CUSTOMER: Michael Male, Esq.

Michael H. Male, P.a.

Suite 303

3250 Mary Street Miami, FL 33133

DOMESTIC FILING

NAME: M GROUP USA, LLC

EFFECTIVE	DATE:
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3737	_CERTIFICA	ATE	OF	LIMITED	PARTNERSHIP
<u> </u>	ARTICLES	OF	ORG	GANIZATIO	ON

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION OF M GROUP USA, LLC

Article I - Name

The name of the Limited Liability Company is M GROUP USA, LLC

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 3451 Executive Way, Miramar, Florida 33025.

Article III - Duration

The period of duration for the Limited Liability Company shall be from the date of filing of these Articles until December 31, 2052.

Article IV - Management

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

Alan I. Weiselberg 3451 Executive Way Miramar, Florida 33025

Article V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as stated in the Operating Agreement.

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 as stated in the Operating Agreement.

Signature of a member or an authorized Representative of a member Print name: **Michael H. Male**

IL 12 PM 2: 22

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CERTIFICATE OF DESIGNATION OF REGISTERED 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is M GROUP USA, LLC
- The name and the Florida street address of the registered agent are:

Michael H. Male, Esq. Michael H. Male, P.A. 3250 Mary Street, Suite 303 Miami, Florida 33133

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 and accept the obligations of my position as registered agent.

Signature

C:\Documents and Settings\secretary\My Documents\Weiselberg\M-Group USA, Inc\Articles of Organization for MGroup USA, LLC.wpd