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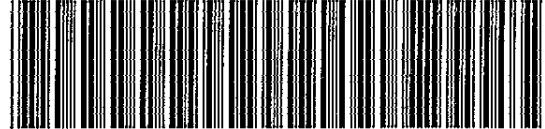
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TALLAHASSEE, FLORIDA

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10-23-02

*Michael I. Rose, P.A.*  
*Attorneys at Law*

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MIAMI, FLORIDA 33130  
TELEPHONE (305) 373-6300  
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October 18, 2002

Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: **MPF HOLDINGS, LLC**  
**Articles of Organization**

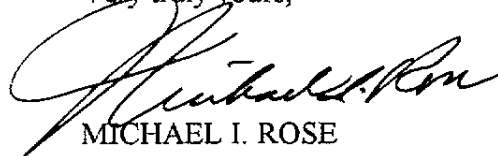
Dear Sir or Madam:

Enclosed herewith please find an original and (1) copy of the Articles of Organization for the above-referenced corporation, and my check in the amount of \$155.00 representing the filing, and certified copy fees.

Please issue a charter for the above-referenced corporation and return a certified copy of the Articles of Organization to the undersigned as quickly as possible.

Thank you for your anticipated cooperation.

Very truly yours,

  
MICHAEL I. ROSE

MIR:mmv

Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
MPF HOLDINGS, LLC.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be **MPF HOLDINGS, LLC.**

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for not more than thirty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of this Limited Liability Company shall be 7211 NE 8<sup>th</sup> Drive, Boca Raton, FL 33487; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The initial mailing address of this Limited Liability Company shall be 7211 NE 8<sup>th</sup> Drive, Boca Raton, FL 33487. The name of the original registered agent of this Limited Liability Company is ROBERT ALAN FLEISHMAN, whose address is 7211 NE 8<sup>th</sup> Drive, Boca Raton, FL 33487.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than ONE HUNDRED AND NO/100 DOLLARS (\$100.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

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**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**  
**AND**  
**TRANSFER OF MEMBERS' INTEREST**

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgement or lien, by judgement or order of court or by any other means, without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee solely to and as a charge upon ( i ) the share of income of; and (ii), when, as and if declared unanimously by the remaining members, distributions, by the way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

**ARTICLES VII**  
**MEMBERS AND MANAGEMENT OF BUSINESS**

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
TERESA ANN FLEISHMAN	7211 NE 8 <sup>th</sup> Drive, Boca Raton, FL 33487
ROBERT ALAN FLEISHMAN	7211 NE 8 <sup>th</sup> Drive, Boca Raton, FL 33487

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The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint TERESA ANN FLEISHMAN and ROBERT ALAN FLEISHMAN as its Managing Member to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. Either Managing Member shall have the authority to execute any and all documents on behalf of the company, including, but not limited to, documents relating to the purchase, sale and/or financing of real property. The Managing Members are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

**ARTICLE VIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY**  
**OR EXPULSION**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned, or expelled members, may consent to continues the business of this Limited Liability

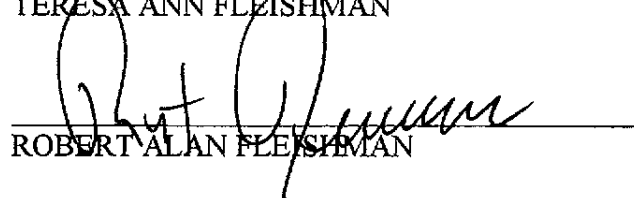
Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his/her heirs and successors of assets as provided in dissolution.

#### ARTICLE IX AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned being of the initial members have executed these Articles of Organization on October 14, 2002.

  
TERESA ANN FLEISHMAN

  
ROBERT ALAN FLEISHMAN

AND  
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## **DESIGNATION OF REGISTERED AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process Withing this State, Naming Agent upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

\*\*\*\*\*

Attached to the Articles of Organization of  
**MPF HOLDINGS, LLC.**  
and made a part thereof

Pursuant to Florida Statutes, the following is submitted in compliance therewith and made a part of the Articles of Organization of said limited liability company to which this document is attached:

THAT, **MPF HOLDINGS, LLC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Boca Raton, County of Palm Beach, State of Florida, has named **ROBERT ALAN FLEISHMAN**, whose address is 7211 NE 8<sup>th</sup> Drive, Boca Raton, FL 33487 as Registered Agent to accept service of process within this state.

### **ACCEPTANCE**

THAT, I agree, as Registered Agent, to accept Service of Process; to keep an office open during prescribed hours; to post name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
ROBERT ALAN FLEISHMAN

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