

L030000015088

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000141771 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

Effective Date -
4-28-03

LIMITED LIABILITY COMPANY

MRA TWO, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$155.00

RECEIVED
03 APR 28 PM 12:28
DIVISION OF CORPORATION
AND
FILED
03 APR 28 PM 12:55
TALLAHASSEE, FLORIDA

JB
4-28-03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 25, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MRA TWO, LLC
REF: W03000011815

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on April 25, 2003. Please amend your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist
Amount charged: 155.00

FAX Aud. #: H03000141771
Letter Number: 003A00025125

03 APR 28 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

403000141771

ARTICLES OF ORGANIZATION
OF
MRA TWO, LLC
A Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited company shall be: MRA TWO, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principle office of the limited company shall be:

3641 Park Lane
Coconut Grove, FL 33133

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited company is:

- (1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE IV
LIMITED LIABILITY COMPANY POWERS

This limited company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida, including, but not limited to, power to:

403000141771

FILED
AND
03 APR 28 PM 12:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

(1) Make and enter into all contracts necessary and proper for the conduct of its business.

(2) Conduct business, have two or more Members with interest in the L.C., or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

(3) Purchase the corporate assets of any corporation and engage in the same character of business.

(4) Acquire, take, hold, sell and dispose of patents, copyrights, trademarks and any licenses or other assets or interests thereunder or therein.

(5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payments of any indebtedness or liability to it.

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other limited company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the limited company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Management may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and then nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of the property by virtue of any such instrument of or any foreclosures, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

03 APR 29 PM 12:08
AND
FILED

(8) Lend and advance money, extend credit, take notes and any kind of nature of evidence of indebtedness therefore.

(9) Make gifts for educational, scientific or charitable purposes.

(10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or competed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the limited company to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the limited company, or of any other limited company, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited company and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the limited company or that he had reasonable grounds for belief that such action was unlawful;

(b) By or in the right of the limited company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the limited company, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited company, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited company. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the limited company unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(c) To the extent that a director, officer, employee or agent in the L.C., management, officer, employee or agent of the company has been successful on

03 APR 28 PM 12:55
FILED
APR

the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b) or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection therewith.

(d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraphs (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Members with interest in the L.C. who were not parties to such action, suit or proceeding.

(11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (b) of Subsection (14) upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the limited company as authorized by this section.

(12) Indemnify any person, if the requirements of Subsections (14) and (15) are met, without affecting any other rights to which those indemnified may be entitled under agreement, vote of disinterested Members with interest in the L.C., both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Member, officer, employee, or agent of the limited company and shall inure to the benefit of the heirs, executors and administrators of such a person.

(13) Purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited company would have the power to indemnify him against such liability under the provisions of Subsection (12).

(14) Enter into general partnership, limited partnership (whether the limited company be a limited or general partner), joint ventures, syndicates, pools, associates, and other arrangements for carrying on one or more of the purposes set forth in its Article of Organization, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

ARTICLE V TERM OF EXISTENCE

This limited company shall exist perpetually.

03 APR 28 PM 12:56
SECRETARY OF STATE
TREASURY OF MISSISSIPPI

FILED

ARTICLE VI
MEMBERS WITH INTEREST IN L.C. AND MANAGEMENT

The business of this limited company shall be conducted by the following Management Group designated by the Members with interest in the L.C. for such purpose. Corporate action shall be approved by a vote of the two members of the Management Group.

NAME:	MANAGEMENT POSITION:	ADDRESS:
Michael E. Applebaum	President	3641 Park Lane Coconut Grove, FL 33133
Randi H. Applebaum	Executive Vice President	3641 Park Lane Coconut Grove, FL 33133

ARTICLE VII
ORGANIZING MEMBERS OF THE L.C.

The name and address of the person signing these Articles of Organization on behalf of the organizing members is:

ORGANIZING MEMBER:	ADDRESS:
Michael E. Applebaum	3641 Park Lane Coconut Grove, FL 33133

ARTICLE VIII
CONTINUANCE OF MEMBERSHIP AND RIGHTS
OF MEMBER IN CASE OF TERMINATION

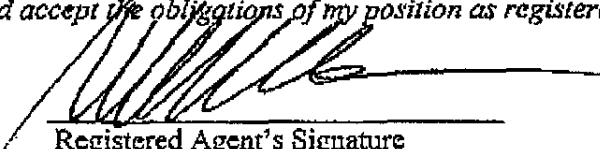
In case of death, retirement, resignation or dissolution of a member of the occurrence of any event, which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period, which shall be conclusive. At the end of such distribution period the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of said member at the then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall also be final.

FILED
AND
03 APR 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLE IX
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

Michael E. Applebaum
3641 Park Lane
Coconut Grove, FL 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 or 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.


Registered Agent's Signature

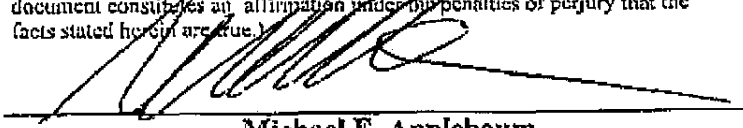
ARTICLE X
MANAGEMENT

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

ARTICLE XI
EFFECTIVE DATE

The effective date of these Articles of Organization is April 28, 2003.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Michael E. Applebaum,

FILED
03 APR 28 PM 12:56
SECRETARY OF STATE
ALL AMESSE 11 60007

TOTAL P.09

H03000141771

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Michael E. Applebaum, and to me known to be the person who executed the foregoing Articles and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of March 2003



Sara Scheinman
My Commission DD127566
Expires July 26, 2006

Sara Scheinman
Notary Public

AND
FILED
03 APR 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000141771