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SECRETARY OF STATE OF

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LAW OFFICES

TIM A. SHANE, P.A. 185 NW SPANISH RIVER BOULEVARD SUITE 290 BOCA RATON, FLORIDA 33431

TIM A. SHANE

OF COUNSEL DAVID MOGUL LYNNE S.K. VENTRY TELEPHONE BOCA RATON (561) BROWARD (954)

(561) 362-555 (954) 561-4551 (561) 362-810

FAX E-MAIL: s

E-MAIL: shanetim@aol.com

May 9, 2003

Florida Department of State Division of Corporations The Capital, Room 2001 Post Office Box 6327 Tallahassee, Florida 32314

Attention: New Filing Section

Re: MSD HOLDINGS LLC

Ladies and Gentlemen:

Enclosed please find an original Articles of Organization for Florida Limited Liability Comany MSD HOLDINGS LLC.

Also enclosed, and attached to the articles is an original of the "Acceptance As Registered Agent" form and a check in the amount of One hundred thirty and 00/190 (\$130.00) Dollars, payable to your office for the following expenses:

Filing fee \$100.00

Designation and Acceptance
of Registered Agent \$25.00

Certificate of Status \$5.00

Total \$130.00

Thank you for your prompt attention to this matter.

Very truly yours

TIM A. SHANE

TAS:Imc

enclosures: Articles of Incorporation

Acceptance As Registered Agent

Check- \$130.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY MSD HOLDINGS LLC

Article I- Name

The name of the limited liability company is: MSD HOLDINGS LLC.

Article II- Address

The mailing address and street address of the principal office of the limited liability company is: 185 Northwest Spanish River Boulevard, Suite 290, Boca Raton, Florida 33431.

Article III- Registered Agent, Registered Office, and Registered Agent's Signature

The name and Florida street address of the registered agent are:

Tim A. Shane 185 Northwest Spanish River Boulevard, Suite 290, Boca Raton, Florida 33431.

Article IV- Management

This limited liability company is to be managed by one or more managers and a manager managed company.

Miguel S. Dias Member

ACCEPTANCE AS REGISTERED AGENT

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.

Tim A. Shane