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**LIMITED LIABILITY COMPANY**

**M & N Properties, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
M & N PROPERTIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be M & N PROPERTIES, LLC.

**ARTICLE II -- NATURE OF THE BUSINESS AND MAILING ADDRESS**

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the initial principal office of the company is 4050 NE 5th Avenue, Oakland Park, FL 33334.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization, organizational agreement, or in the regulations.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Fred L. McMurtrey, 4050 NE 5th Avenue, Oakland Park, FL 33334.

**ARTICLE V -- ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations and operating agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations and

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DIVISION OF CORPORATE  
AND FINANCIAL SERVICES  
TALLAHASSEE, FLORIDA

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operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a unanimous vote of all the remaining members.

#### ARTICLE VII -- MANAGEMENT

- (a) The company shall be managed by Managing Members, who shall be appointed in accordance with regulations and Operating Agreement of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial Managing Members of the company are as follows:

<u>Managing Member</u>	<u>Address</u>
Fred L. McMurtrey	4050 NE 5th Avenue, Oakland Park, FL 33334
James G. Newberry, Jr.	4050 NE 5th Avenue, Oakland Park, FL 33334

- (b) Except as otherwise provided in the Regulations and Operating Agreement, the Managing Members shall have full authority to conduct the business of the Company.
- (c) No person or governmental body dealing with the Company shall be required to inquire into, or to obtain any documentation as to, the authority of any Managing Member to take any action on behalf of the Company. Furthermore, any Person or governmental body dealing with the Company may rely upon a certificate signed by either of the Managing Members as to the following:
- (i) The identity of the Managing Members or any Member.
  - (ii) The existence or nonexistence of any fact or facts that constitute a condition precedent to acts by the Managing Member or which in any other manager are directly or indirectly related to or otherwise involve the affairs of the Company;

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- (iii) The persons who are authorized to execute and deliver any instruments or documents of the Company; or
- (iv) Any act or failure to act by the Company on any other matter whatsoever involving the Company or any Member.

## ARTICLE VIII-AMENDMENT

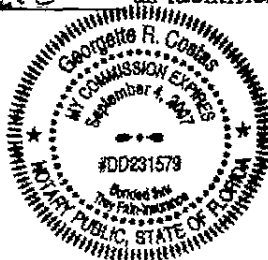
This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

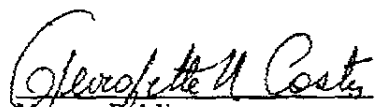
IN WITNESS WHEREOF, Fred L. McMurtrey as a Managing Member of M & N PROPERTIES, LLC, has executed these articles of organization on the 24<sup>th</sup> day of September, 2003 at Broward County, Florida.

  
Fred L. McMurtrey  
Managing Member of M & N PROPERTIES, LLC

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 2003 by FRED L. MCMURTREY, who has produced Fla Drivers Lic as identification.



  
Notary Public  
Print Name:  
GEORGETTE R. COSTAS  
My Commission Expires:

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BROWARD COUNTY, FLORIDA

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, M & N PROPERTIES, LLC, 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 & N PROPERTIES, LLC.
2. The name and street address of the registered agent in Florida are:

FRED L. MCMURTREY, 4050 NE 5th Avenue, Oakland Park, FL 33334

The undersigned, FRED L. MCMURTREY, being the person named in the articles of organization of M & N PROPERTIES, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

  
FRED L. MCMURTREY

Registered Agent

Dated: September 24, 2003

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