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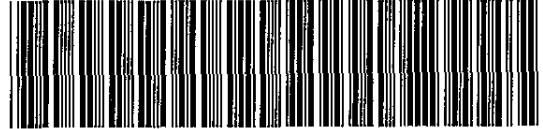
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 392941 7143536

AUTHORIZATION :

Patricia Pizulo

COST LIMIT : \$ 155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 13, 2004

ORDER TIME : 9:41 AM

ORDER NO. : 392941-005

CUSTOMER NO: 7143536

CUSTOMER: Sheryl Edwards, Esq
Sheryl A. Edwards, P.a.

Suite 720
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: MCTH PROPERTIES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF

MCTH PROPERTIES, LLC

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **MCTH PROPERTIES, LLC** and its principal office and mailing address are located at 7257 Bee Ridge Road, Sarasota, Florida 34241, County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

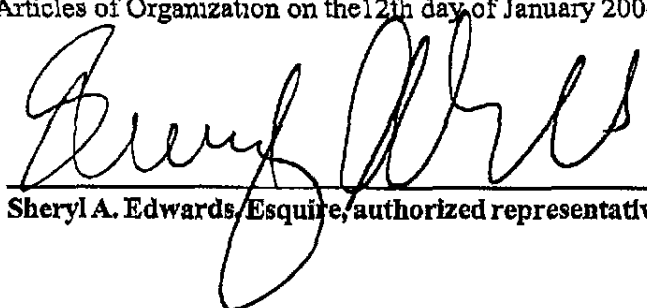
The address of the initial registered office of the limited liability company is 1800 Second Street, Suite 720, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Sheryl A. Edwards, Esquire.

ARTICLE III

MANAGEMENT OF BUSINESS

The company will be member managed. The initial managing member will be Michael Clark, 7257 Bee Ridge Road, Sarasota, Florida 34241 until the first annual meeting of the members or until their successors are elected and qualified.

The undersigned, certifies that this instrument constitutes the Articles of Organization of **MCTH PROPERTIES, LLC** and has executed these Articles of Organization on the 12th day of January 2004.

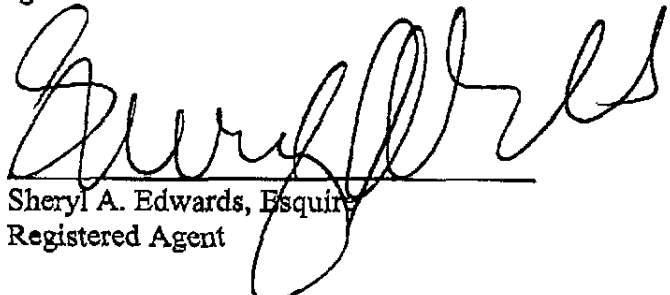


Sheryl A. Edwards, Esquire, authorized representative

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for MCTH PROPERTIES, LLC at the place designated in the Articles, 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.

1/12/04
Date


Sheryl A. Edwards, Esquire
Registered Agent