

FEB-12-04 THU 10:15 AM
Division of Corporations

FAX NO

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Florida Department of State
Division of Corporations
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(((H04000031477 3)))

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To:

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

From:

Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.
Account Number : 104076000124
Phone : (305) 476-7100
Fax Number : (305) 476-7102

LIMITED LIABILITY COMPANY

MDP Licensing, LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

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Handwritten signature/initials and date 2/12/04

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I. Name

The name of the Limited Liability Company is:

MDP Licensing, LLC

ARTICLE II. Address

The mailing address and street address of the principal office of the Limited Liability Company is:

3200 NW 112 Avenue
Miami, FL 33166

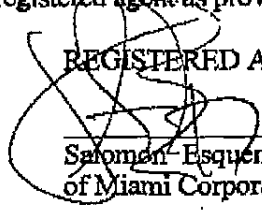
**ARTICLE III. Registered Agent, Registered Office,
& Registered Agents Signature:**

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

Miami Corporate Systems, Inc.
283 Catalonia Ave., 2nd floor
Coral Gables, Florida 33134

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 as provided for in Chapter 608, F.S.

REGISTERED AGENT:


Salomon Esquenazi, Esq., as Vice-President
of Miami Corporate Systems, Inc.

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This instrument was prepared by:

Salomon B. Esquenazi, Esq.

Rasco Reininger Perez & Esquenazi, P.L.

283 Catalonia Avenue, 2nd Floor

Coral Gables, Florida 33134

(305) 476-7100

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ARTICLE IV.-Management:

X The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The names and addresses of such managers who are to serve as the initial managers are:

Joseph M. Alcantara
2901 Ponce de Leon Blvd., 3rd Floor
Coral Gables, FL 33134

Alberto L. Cohen
2901 Ponce de Leon Blvd., 3rd Floor
Coral Gables, FL 33134



Signature of a member or authorized representative of a member.

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.

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This instrument was prepared by:
Salomón B. Esquenazi, Esq.
Rasco Reininger Percz & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100

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