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SECRETARY OF STATE
305.668.7116 Office
305.668.7189 Fax

June 9, 2004

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir/madam:

Enclosed please find the original and one copy of the articles of organization for MCF & Company, LLC. Please return the stamped copy to me. Thank you.

Very truly yours,


Philip E. Goss, Jr.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MCF & Company, LLC

The undersigned forms a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name and mailing/street address of the principal office of the company shall be:

MCF & Company, LLC
808 Brickell Key Drive
Apt. 2606
Miami, FL 33131

ARTICLE II

REGISTERED AGENT

The name of the registered agent and the street/ mailing address of the registered agent for the company shall be:

Marjorie Fritz
808 Brickell Key Drive
Apt. 2606
Miami, FL 33131

ARTICLE III

ADMISSION OF ADDITIONAL MEMBERS

The members shall only allow additional members to be admitted, pursuant to a majority vote of the members. The members

reserve the right to set the cash and other contribution requirements for new members.

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ARTICLE IV

RIGHT TO CONTINUE BUSINESS

The remaining members of the company shall be authorized to continue the business following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, including any other occurrence that acts to terminate the continued membership of a member of the company.

ARTICLE V

MANAGEMENT OF THE COMPANY

The management of the company is reserved to the members. The initial managing member and Florida business address of that member is as follows:

Marjorie Fritz
808 Brickell Key Drive
Apt. 2606
Miami, FL 33131

ARTICLE IV

CONFLICT OF INTEREST

No contract between this company and another company or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this company are

officers or directors of the said other company, or by reason of
the fact that one or more of the officers or directors of this
company may be the other individual or individuals contracting
with this company.

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ARTICLE VII

AMENDMENT

These ARTICLES OF ORGANIZATION may be amended in the manner provided by law. Every amendment shall be approved as set forth in the Operating Agreement executed by the members.

IN WITNESS WHEREOF, the undersigned authorized representative has set his hand and seal this 4th day of June, 2004.


Marjorie Fritz

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 608.415, Florida Statutes,
following is submitted, in compliance with said statute:

That MCF & Company, LLC, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the ARTICLES OF ORGANIZATION, has named Marjorie Fritz. 808 Brickell Key Drive, Apt. # 2606, Miami, FL 33131, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Company, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, is familiar with the requirements of this undertaking, and agrees to comply with the provisions of said statute relative to keeping open said office.


Marjorie Fritz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared Marjorie Fritz, to me known to be the person described as the person executing these ARTICLES OF ORGANIZATION or has produced FID# F1032-543-75-329-0 as identification and who executed the foregoing ARTICLES OF ORGANIZATION, and acknowledged before me that she subscribed to these ARTICLES OF ORGANIZATION and did not take an oath.

exp 9/9/07

WITNESS my hand and official seal at Miami-Dade County, Florida, this 4th day of June, 2004.

My Commission Expires:

Haydee El-Ward
NOTARY PUBLIC

