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**LIMITED LIABILITY COMPANY**  
**MP CAPITAL PARTNERS, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
MP CAPITAL PARTNERS, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

**ARTICLE I  
Name**

The name of the Limited Liability Company is: MP CAPITAL PARTNERS, LLC

**ARTICLE II  
Address of Place of Business**

The street address and mailing address of the principal office in Florida for the Limited Liability Company is: 1355 West Palmetto Park Rd., Ste 260, Boca Raton, FL 33486.

**ARTICLE III  
Purpose**

The Limited Liability Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

**ARTICLE IV  
Period of Duration**

This Limited Liability Company shall exist until 30 years from the date upon which these Articles of Organization are filed with the Department of State of the State of Florida, unless earlier terminated by the terms of this Article IV. This Limited Liability Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within 90 days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

**ARTICLE V  
Registered Agent**

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Jeff Kune, 1355 West Palmetto Park Rd., Ste 260, Boca Raton, FL 33486.

**ARTICLE VI  
Capital Contributions**

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred Dollars (\$100.00) in cash and no other property is being contributed to the Limited Liability Company.

*Prepared by:*  
Cory B. Nass, Esq.  
1801 Clint Moore Road, Suite 100  
Boca Raton, FL 33487  
(561) 996-8834  
FL Bar No. 0003956

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**ARTICLE VII**  
**Additional Contributions**

Additional Contributions, if any, may be made as may be determined by the Managing Member and Members holding a majority interest of the Limited Liability Company.

**ARTICLE VIII**  
**Additional Members**

Additional Members, if any, may be admitted as may be determined by the Managing Member and Members holding a majority interest of the Limited Liability Company.

**ARTICLE IX**  
**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

**ARTICLE X**  
**Management**

The business of this Limited Liability Company shall be managed under the direction of the Managing Member. Names and addresses of such manager(s) who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

Midway Park Development Company, LLC  
1355 West Palmetto Park Rd., Ste 260  
Boca Raton, FL 33486

**ARTICLE XI**  
**Amendment**

The power to alter, amend or repeal these Articles of Organization shall be vested solely in the Members.

The undersigned Managing Member of this Company certifies that the foregoing constitutes the entire proposed Articles of Organization of this Limited Liability Company.

Executed by the undersigned on this 16<sup>th</sup> day of July, 2004.

By:   
Midway Park Development Company, LLC

Name: JEFF KUNE  
Title: PRESIDENT

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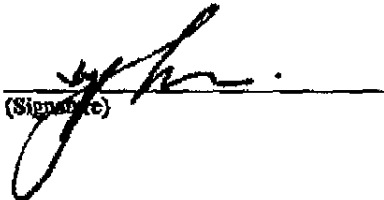
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **MP Capital Partners, LLC**
2. The name and address of the registered agent and office is:

Jeff Kme  
1355 West Palmetto Park Rd., Ste 260  
Boca Raton, FL 33486

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.

  
(Signature)

7/16/04  
(Date)