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**LIMITED LIABILITY COMPANY**

mt vero holdings, l.l.c.

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ARTICLES OF ORGANIZATION

OF

MT VERO HOLDINGS, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1: NAME

The name of the limited liability company is: MT VERO HOLDINGS, L.L.C.

ARTICLE 2: ADDRESS

The mailing address and the street address of the initial principal office of the limited liability company is 7601 SW Lost River Road, Stuart, FL 34997.

ARTICLE 3: DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE 4: MANAGEMENT

The limited liability company is to be managed solely by the members, and the name and address of the initial and managing member is:  
VERO INTERNATIONAL CORP., a Florida corporation, 7601 SW Lost River Road, Stuart, FL 34997

ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS

The members, acting only by the written consent of the majority-in-interest of the members, shall have the right to admit additional members, subject to all of the terms and conditions of

PREPARED BY:  
ARNOLD PERLSTEIN, ESQ.  
FLORIDA BAR NO. 270911  
441 MONTCLAIRE DRIVE  
WESTON, FL, FL 33326  
(954) 389-0170

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these Articles of Organization, of any operating agreement of the limited liability company, and of the Regulations of the limited liability company.

ARTICLE 6: MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, but only be upon the terms and conditions of any operating agreement and the Regulations, as they exist at that time.

ARTICLE 7: REGISTERED AGENT/OFFICE

The name and address of the original Registered Agent and Office

are: ARNOLD PERLSTEIN, ESQ.  
441 Montclair Drive  
Weston, FL 33326

IN WITNESS WHEREOF, the undersigned Member has hereunto set his hand and seal on September 21, 2004. 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.

VERO INTERNATIONAL CORP.,  
a Florida corporation,  
Initial and managing member

  
MARTIN A. TABOR, President/Secretary

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

ARNOLD PERLSTEIN, ESQ., the individual residing in this state, having a business office identical with the registered office of the organization named below, and having been designated as the registered agent in the above and foregoing Articles of Organization of MT VERO HOLDINGS, L.L.C., and to accept service of process for the above limited liability company, hereby accepts said appointment as Registered Agent and agrees to act in such capacity. The undersigned is familiar with and accepts the obligations of the position of Registered Agent in Chapter 608, Florida Statutes, and agrees to comply with all the provisions of all statutes relating to the proper performance of his duties.

Dated this 21st day of September, 2004.

Arnold Perlstein, Esq.  
ARNOLD PERLSTEIN, ESQ.

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