

DEC-03-2004

19

FROM: BARITZ

LLP

TO: 850 205 0383

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Division of Corporations

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Fax Number : (850) 205-0383

From:

Account Name : BARITZ & COLMAN LLP
Account Number : 120000000130
Phone : (850) 750-0910
Fax Number : (850) 750-8045

LIMITED LIABILITY COMPANY

MCTH Fly LLC

| | |
|-----------------------|----------|
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

December 3, 2004

BARITZ & COLMAN LLP

SUBJECT: MOTH FLY, L.L.C.
REF: W04000044018

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of a "Supplemental Affidavit." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION OF**MCTH Fly, L.L.C.**

The undersigned member hereby certifies that the member has decided to become a limited liability company under the laws of the State of Florida, and to provide for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **MCTH FLY, L.L.C.** (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 2915 SW 22nd Circle, # 35B, Delray Beach, Florida 33445.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Nancy B. Colman, Esq., Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

**ARTICLE IV
DURATION**

This Company shall have perpetual existence, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

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ARTICLE V MANAGEMENT

The Company will be managed by its sole member in accordance with the Company's operating agreement. The name and address of the sole member is as follows:

NAMEADDRESS

Michael Helm

2915 SW 22nd Circle, #35B
Delray Beach, FL 33445

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in Company, the existence of the Company shall continue.

Executed by the undersigned member at Boy, Florida on the 2nd day of Dec., 2004.

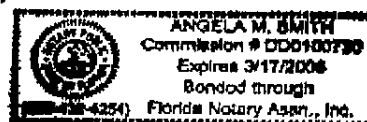
MCTH Fly, LLC

By: [Signature]
Michael Helm (Sole Member)STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of Dec., 2004, by Michael Helm. He is personally known to me or (X) has produced Florida D/L # H450-543-70-280 as identification.

NOTARY SEAL

Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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My commission expires:

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

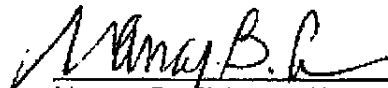
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **MCTH Fly, L.L.C.**

The name of the initial registered agent of the limited liability company is Nancy B. Colman, Esq., Baritz & Colman, LLP 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

REGISTERED AGENT ACCEPTANCE

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 that 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.


Nancy B. Colman, Esq.

Date: Dec 2, 2004

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TALLAHASSEE, FLORIDA