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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

mcv holdings, llc

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**ARTICLES OF ORGANIZATION OF
MCV HOLDINGS, LLC**

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be MCV HOLDINGS, LLC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 606 Flamingo Drive, Fort Lauderdale, FL 33301.

ARTICLE III

**REGISTERED OFFICE AND
REGISTERED AGENT &
REGISTERED AGENT'S SIGNATURE**

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

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431

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

Donald R. Tescher, Esq.
Tescher Gutter Chaves Josepher Rubin Ruffin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 121086

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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's Signature

ARTICLE IV

MANAGEMENT

The Company is to be a manager-managed Company, and the initial Manager is MANUEL C. VELAR.

ARTICLE V

DURATION

The period of the duration of this corporation shall be perpetual, unless sooner terminated by operation of law or agreement among the Company's members.

-c0c-

Executed by the undersigned authorized agent on December 15, 2004.



DONALD R. TESCHER, Agent

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Donald R. Tescher, Esq.
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