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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)205-0383

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

**LIMITED LIABILITY COMPANY****M&R HOLDINGS LLC**

Certificate of Status	1
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Florida Dept of State

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 20, 2005

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: M&R HOLDINGS LLC  
REF: W05000003083

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

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on January 19, 2005. Please amend your document accordingly.

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) 245-6967.

Michelle Hodges  
Document Specialist

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
M&R HOLDINGS LLC

### Article II. Address

The Company's street and mailing address is:  
M&R HOLDINGS LLC  
232 Andalusia Ave.  
STE 370  
Coral Gables FL 33134

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Edward Montoya  
232 Andalusia Ave.  
STE 370  
Coral Gables FL 33134

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0688

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

EDWARD MONTOYA

CARMEN A. REDLICH-MONTOYA

Article VI. Company Existence

The Company's existence shall begin effective as of January 14, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on January 14, 2005.

*Rebecca J. Anderson*

CORPORATE CREATIONS INTERNATIONAL INC.

Karla Sarria Vice President

by R.L. Anderson as attorney-in-fact

Corporate Creations International Inc.  
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Miami Beach FL 33139  
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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
M&R HOLDINGS LLC

REGISTERED AGENT/OFFICE:

Edward Montoya  
232 Andalusia Ave.  
STE 370  
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

*Rebecca L. Anderson*

EDWARD MONTOYA  
by R.L. Anderson as attorney-in-fact

Date: January 14, 2005

Corporate Creations International Inc.  
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Miami Beach FL 33139  
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