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From: Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.
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LIMITED LIABILITY COMPANY

M & E HOLDINGS, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

M & E Holdings, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

2299 S.W. 37th Avenue, Suite 201
Miami, Florida 33145

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

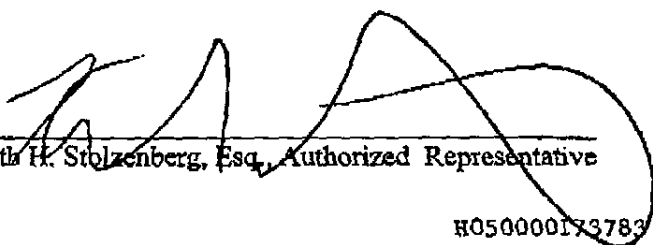
Keith H. Stolzenberg, Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a manager or managers. The name and address of the initial Manager is as follows:

Peter E. Kaufman
2299 S.W. 37th Avenue, Suite 201
Miami, Florida 33145

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Keith H. Stolzenberg, Esq., Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE M & E HOLDINGS, LLC

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.

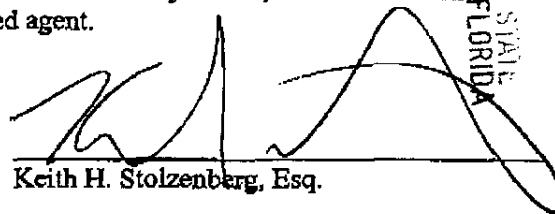
- 1. The name of the limited liability company is:

M & E Holdings, LLC

- 2. The name and address of the registered agent and office is:

Keith H. Stolzenberg, Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

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.


Keith H. Stolzenberg, Esq.

Date: January 21, 2005

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