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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

mnr holdings II, llc

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ARTICLES OF ORGANIZATION
OF

MNR HOLDINGS II, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida.

ARTICLE ONE
Name

The name of this limited liability company is:

MNR Holdings II, LLC a Florida Limited Liability Company

ARTICLE TWO
Nature of business

This limited liability company may engage in any activity permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE
Duration

The company is to exist perpetually and it shall commence its existence as of the date of execution of these articles of organization, provided such date is within five days from the date of filing, otherwise, on the date of filing.

ARTICLE FOUR
Place of business and registered agent

The principal place of business of this limited liability company shall be 232 Andalusia Avenue, Suite 101, Coral Gables, FL 33134, and such other place or place or places as the members from time to time may determine. The mailing address shall be the same as the business address.

The initial registered agent of this limited liability company and its address is:

Alexander P. Almazan
3971 SW 8th Street, Suite 305, Miami, FL 33134

ARTICLE FIVE
Acceptance of registered agent

The undersigned, Alexander P. Almazan, having been named as registered agent for this limited liability company, at the place designated in these articles of organization, hereby agrees to act in the capacity of registered agent, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and certifies that it is familiar with the obligations of a registered agent.

Alexander P. Almazan, Registered Agent

PREPARED BY: Alexander P. Almazan, Esq.,
3971 SW 8th Street, Suite 305
Miami, Florida 33134

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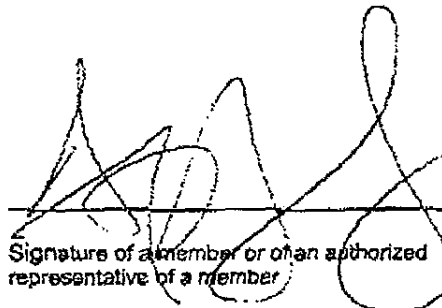
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ARTICLE VI
Managing Members

The name and address of each managing member is:

Cesar Molina

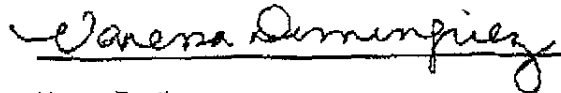
232 Andalusia Avenue, Suite #101, Coral Gables, FL 33134


Signature of a member or of an authorized
representative of a member

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this 25th day of February, 2005 by Alexander P. Almazan, who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid on this 25th day of April, 2005.



My Commission Expires

Notary Public



PREPARED BY: Alexander P. Almazan, Esq.,
3971 SW 8th Street, Suite 305
Miami, Florida 33134

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