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Mark A. Schaum

E-mail: mschaum@winterandschaum.com

VIA DHL

July 25, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: M & T Investor Resource, L.L.C.

Dear Sir or Madame:

Enclosed for filing please find an original and two copies of the Articles of Organization for the above-referenced limited liability company together with our firm's check in the amount of \$155.00. Please forward a certified copy of the Articles of Organization to the undersigned in the stamped envelope provided. Thank you for your assistance with this matter. Please do not hesitate to call our office if you have any questions.

Very truly yours,

Mark A. Schaum, Esquire

MAS/dar
Enc.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

M & T Investor Resource, L.L.C.

ARTICLE II. ADDRESS

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

2300 Corporate Boulevard, Suite 136
Boca Raton, Florida 33434

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Mark A. Schaum
4447 Woodfield Boulevard
Boca Raton, Florida 33434

Patricia A. Schaum
4447 Woodfield Boulevard
Boca Raton, Florida 33434

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ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows:

From the date of the formation of the Company, any Person or Entity acceptable to the Members by a vote of Members with a Majority Interest in the Company, either by the issuance by the Company of Membership Interest for such consideration as the Members, holding a Majority Interest, shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the terms and conditions of the Operating Agreement. No new Members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The Manager may, at his option, at the time a Member is admitted, close the Company books (as though the Company's tax year had ended) or make a pro rata allocation of loss, income and expense deductions to a new Member for that portion of the Company's tax year in which a Member was admitted in accordance with the provisions of Section 706(d) of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Permitted as set forth in the Operating Agreement.



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

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MARK A. SCHAUM

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

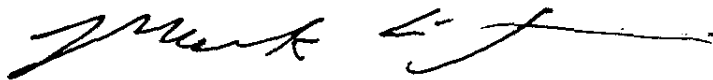
1. The name of the limited liability company is:

M & T Investor Resource, L.L.C.

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

Mark A. Schaum
2300 Corporate Boulevard, Suite 137
Boca Raton, Florida 33434

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.



Signature