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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 542470 7108498

AUTHORIZATION :

COST LIMIT : \$ 155.00

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ORDER DATE : August 15, 2005

ORDER TIME : 4:33 PM

ORDER NO. : 542470-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq  
Richard J. Alan Cahan, Esquire

Suite 1000  
121 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: CERNOBBIO HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION

FOR

CERNOBBIO HOLDINGS, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "CERNOBBIO HOLDINGS, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:  
  
3720 South Ocean Blvd.  
#806  
Highland Beach, FL 33487
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.  
Becker & Poliakoff, P.A.  
121 Alhambra Plaza, 10<sup>th</sup> Floor  
Miami, FL 33134

The address of its registered office is:

121 Alhambra Plaza, 10<sup>th</sup> Floor  
Miami, FL 33134

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.

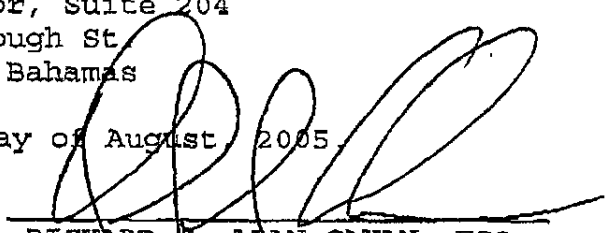
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the Manager of the Company is:

Mr. Martin S. Prager  
3720 South Ocean Blvd.  
#806  
Highland Beach, FL 33487

11. **Initial Member.** The name and address of the initial single member of the Company is as follows:

THE MP-2005 INVESTMENT TRUST  
c/o ATC TRUSTEES (BAHAMAS) LIMITED  
British American Insurance House  
2nd Floor, Suite 204  
Marlborough St  
Nassau, Bahamas

Dated this 15<sup>TH</sup> day of August, 2005.

  
\_\_\_\_\_  
RICHARD J. ADAN CAHAN, ESQ.  
as an authorized Representative  
of the single member

State of Florida                    )  
  ) ss  
County of Miami-Dade            )

The foregoing Articles of Organization were acknowledged before me this 15<sup>th</sup> day of August, 2005, by Richard J. Alan Cahan, as an authorized Representative of the single member, who has produced his passport for identification.

*Sonia Harris*

Notary Public

Name of Notary: SONIA HARRIS


My Commission expires: \_\_\_\_\_



SONIA HARRIS  
MY COMMISSION # DD 358054  
EXPIRES: October 5, 2008  
Bonded Thru Budget Notary Services

**Consent to Appointment as Registered Agent**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.



RICHARD J. ALAN CAHAN  
as Registered Agent

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