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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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**mwtc consulting l.l.c.**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF**  
**MWTC CONSULTING L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company shall be MWTC CONSULTING L.L.C.  
(the "Company").

**ARTICLE II**  
**DURATION**

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

**ARTICLE III**  
**PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 1001 Brickell Bay Drive, Suite 3112, Miami, FL 33131, and such other place or places as the member from time to time may determine. The mailing address of the Company is 1001 Brickell Bay Drive, Suite 3112, Miami, FL 33131.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The initial registered agent of the Company shall be SLC Corporate Services, Inc. The address of the initial registered agent is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131.

**ARTICLE VI**  
**MANAGEMENT**

The Company will be managed by one or more of its members.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 2<sup>nd</sup> day of November, 2005, effective upon filing same with the Florida Department of State.

MWTC CONSULTING L.L.C.

  
Steven L. Cantor,  
Authorized Representative

STATE OF FLORIDA )

) SS:

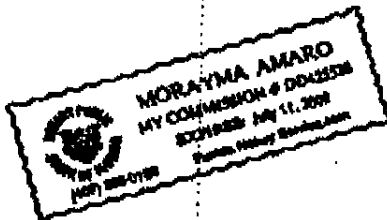
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of November, 2005, by Steven L. Cantor, who did execute the foregoing Articles of Organization, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

  
Notary Public - State of Florida

Printed name of Notary Public

My Commission Expires: \_\_\_\_\_



STATE OF FLORIDA  
DEPARTMENT OF STATE  
JANUARY 11, 2006

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608, Florida Statutes, the following is submitted that MWTC CONSULTING L.L.C., desiring to organize or qualify under the laws of the State of Florida, has named SLC Corporate Services, Inc., whose address is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131, as its agent to accept service of process within Florida.

  
Steven L. Cantor, Authorized Agent

Dated: November 2, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SECRETARY OF STATE  
TALMADGE  
FLORIDA

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SLC Corporate Services, Inc.

By:

  
Steven L. Cantor, President

Dated: November 2, 2005

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