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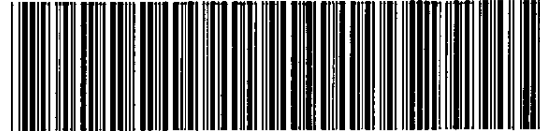
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 727077 126932A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 29, 2005

ORDER TIME : 10:44 AM

ORDER NO. : 727077-005

CUSTOMER NO: 126932A

DOMESTIC FILING

NAME: MCCA W HOLDINGS LIMITED
LIABILITY COMPANY

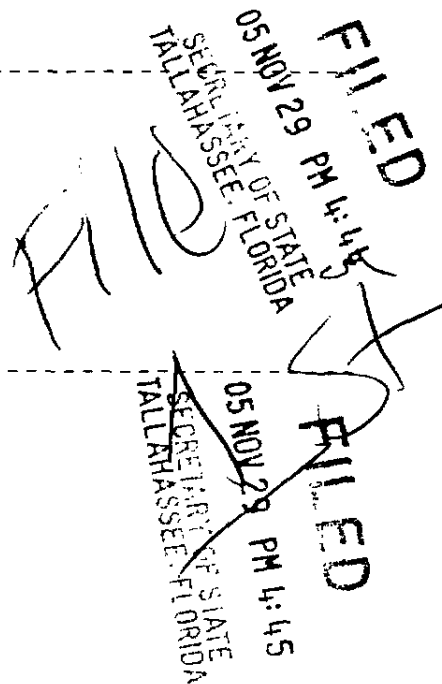
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____



ARTICLES OF ORGANIZATION FOR
McCAW HOLDINGS LIMITED LIABILITY COMPANY
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be McCAW HOLDINGS LIMITED LIABILITY COMPANY.

2. Duration/Continuation. The period of this company's duration shall be perpetual unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. Address. The mailing address is 4800 N. Federal Highway, Suite C101, Boca Raton, FL 33431. The street address is 4800 N. Federal Highway, Suite C101, Boca Raton, FL 33431.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: BARBARA L. WOLF, ESQUIRE, 1340 U.S. Highway One, Jupiter Cove Plaza, Suite 102, Jupiter, FL 33469.

5) Admission of Additional Members and Terms and Conditions of Such Admissions. Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

6) Right to Continue Business. The remaining members may 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 company.

7) Management of Company. The business of the Company shall be managed by the Members. The names and addresses of the initial members are as follows:

JASON N. POZNER	4800 N. Federal Highway, Suite C101 Boca Raton, FL 33431
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CLIFF POZNER	185 E. 85 th Street, Apartment 11K New York, NY 10028
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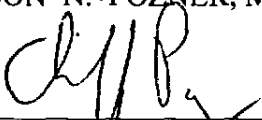
8) Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

9) Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

IN WITNESS WHEREOF, the undersigned Members have hereunder set his/her/their hand and seal this 12th day of October, 2005.



JASON N. POZNER, Member



CLIFF POZNER, Member

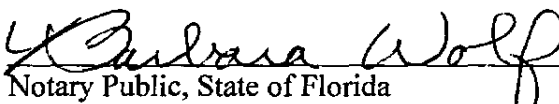
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared JASON N. POZNER who is personally known to me, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he/she/they executed the same, this 12 day of October, 2005.

My commission expires:





Notary Public, State of Florida

STATE OF NEW YORK

COUNTY OF NEW YORK

BEFORE ME, the undersigned authority, personally appeared CLIFF POZNER who is personally known to me, or who provided a driver's license NY STATE # 1750955478 12/23/06 as identification, and who took an oath and executed the foregoing Articles of Organization and acknowledged before me that he executed the same this 18th day of ~~October~~ NOVEMBER, 2005.

My commission expires: 5/13/06



Notary Public, State of New York

NORMA H. GOWEN
Notary Public, State of New York
No. 01G06060171
Qualified in New York County
Commission Expires 5/13/06

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 obligation of my position as Registered Agent.


BARBARA L. WOLF

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared BARBARA L. WOLF who was personally known to me, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that she executed the same, this 28th day of ~~October~~, 2005.
~~November~~

My Commission expires:


Notary Public, State of Florida



Susanne Stonelake
Commission #DD236069
Expires: Aug 30, 2007
Bonded Thru
Atlantic Bonding Co., Inc