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BR COLMAN

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Division of Corporations

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Florida Department of State  
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Fax Number : (850) 205-0383

From:

Account Name : BARITZ & COLMAN LLP  
Account Number : 120000000130  
Phone : (561) 750-0910  
Fax Number : (561) 750-5045

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**MAGI FLORIDA LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF  
MAGI FLORIDA LLC**

The undersigned Manager hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be **MAGI FLORIDA LLC** (the "Company").

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 8135 Lake Worth Road, Suite B, Lake Worth, FL 33467.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Nancy B. Colman, Esq., Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

**ARTICLE IV  
DURATION**

This Company shall have perpetual existence, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the operating agreement adopted by the members.

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ARTICLE V  
MANAGEMENT

The Company will be managed by Manager in accordance with the Company's operating agreement. The name and address of the Manager is as follows:

NAMEADDRESS

Jeffrey Pechter


8135 Lake Worth Rd., Ste. B  
Lake Worth, Florida 33467ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

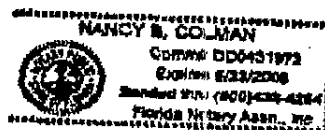
Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned Manager at Boca Raton, Florida on the \_\_\_\_ day of December, 2005.

  
Jeffrey Pechter ManagerSTATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 9th day of December, 2005, by Jeffrey Pechter. He ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

NOTARY SEAL

  
Notary Public  
My commission expires:SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is MAGI FLORIDA LLC

The name of the initial registered agent of the limited liability company is  
Nancy B. Colman, Esq., Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750,  
Boca Raton, Florida 33432.

**REGISTERED AGENT ACCEPTANCE**

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 that 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.

  
Nancy B. Colman

Date: Dec 9, 2005

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
MAGI FLORIDA LLC**

Before me, the undersigned authority, personally appeared JEFFREY PECHTER the Manager of **MAGI FLORIDA LLC**, who, being first duly sworn deposes and says:

1. That the limited liability company known as **MAGI FLORIDA LLC** has at least one (1) member.
2. The total amount of cash contributed by members of **MAGI FLORIDA LLC** is or will be ONE HUNDRED AND NO/ DOLLARS (\$100.00) cash.
3. No other property, other than cash, has been contributed by members
4. The total of cash and property anticipated to be contributed by members is ONE HUNDRED AND NO/ DOLLARS (\$100.00) . This amount includes amounts from Paragraphs 2 and 3 above.

Further, Affiant sayeth naught.

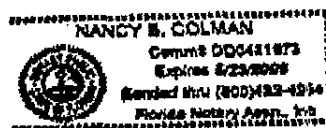
  
BY: JEFFREY PECHTER, Manager

State of Florida  
County of Palm Beach

This foregoing instrument was acknowledged before me this 12 day of December, 2005, by Jeffrey Pechter, , who (☒) is personally known to me or, (☐) who has produced \_\_\_\_\_ as identification.

NOTARY SEAL

  
Notary Public Print name below:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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