

Division of Corporations

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## Florida Department of State

Division of Corporations  
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## To:

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## From:

Account Name : BARITZ & COLMAN LLP  
Account Number : I20000000130  
Phone : (561)750-0910  
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RECEIVED  
06 JAN 17 PM 3:47  
DIVISION OF CORPORATIONSRECEIVED  
2006 JAN 17 AM 2:40  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**FLORIDA/FOREIGN LIMITED LIABILITY CO.****MCTH FLY II, L.L.C.**

Certificate of Status	1
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## ARTICLES OF ORGANIZATION OF

### MCTH FLY II, L.L.C.

The undersigned member hereby certifies that the member has decided to become a limited liability company under the laws of the State of Florida, and to provide 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 **MCTH FLY II, L.L.C.** (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 2915 SW 22<sup>nd</sup> Circle, # 35B, Delray Beach, Florida 33445.

#### 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 its sole member in accordance with the Company's operating agreement. The name and address of the sole member is as follows:

NAMEADDRESS

Michael Helm

2915 SW 22<sup>nd</sup> Circle, #35B  
Delray Beach, FL 33446ARTICLE 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 of the Company, the existence of the Company shall continue.

Executed by the undersigned member at Boca Raton, Florida on the 17<sup>th</sup> day of January, 2006.

MCTH Fly II, LLC

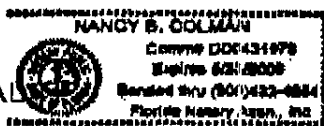
By: 

Michael Helm (Sole Member)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of Jan 2006, by Michael Helm. He is personally known to me or ( ) has produced as identification.

NOTARY SEAL

  
Notary Public

My commission expires:

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

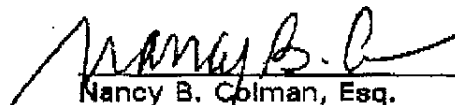
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **MCTH Fly II, L.L.C.**

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, Esq.

Date: January 17<sup>th</sup>, 2006

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
MCTH Fly II, L.L.C.**

Before me, the undersigned authority, personally appeared Michael Helm, the sole Member of MCTH Fly II, L.L.C., who, being first duly sworn deposes and says:

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

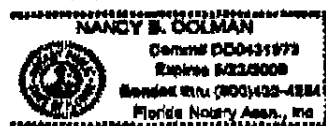
Further, Affiant sayeth naught.

  
Michael Helm (Sole Member)

State of Florida  
County of PALM BEACH

This foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January, 2006, by Michael Helm, who ☒ is personally known to me or, ☐ who has produced \_\_\_\_\_ as identification.

NOTARY SEAL



  
Notary Public (Print name below)

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SECTION 197.01  
DIVISION OF CURRICULUM