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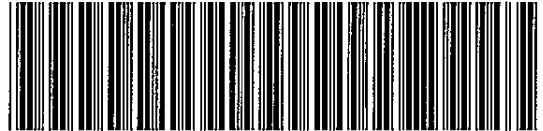
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**GOLD LAW OFFICES**

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DENNIS SHELDON GOLD\*  
\*ALSO ADMITTED IN NEW YORK

OF COUNSEL  
HENRI SHAWN  
\*ALSO ADMITTED IN NEW YORK

January 25, 2006

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

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**Re: M.W.C. FLORIDA, LLC**

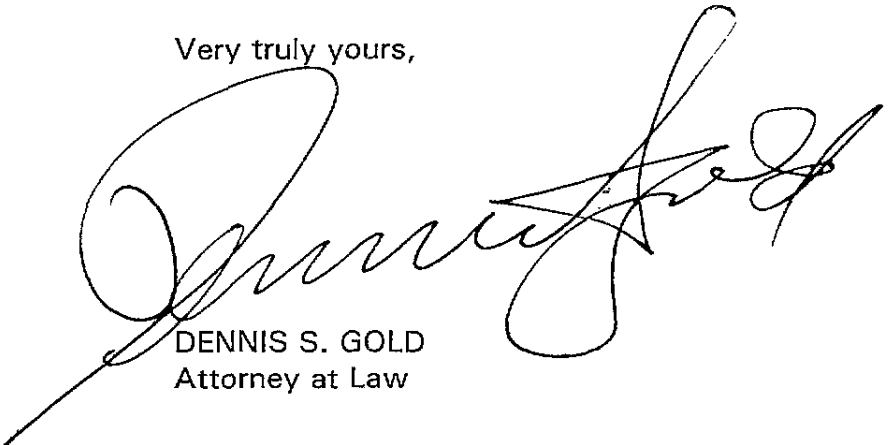
Gentlemen:

Enclosed herewith please find original and one copy of *Articles of Organization for Florida Limited Liability Company*, together with check in the sum of **\$160.00** payable to the Division of Corporation, which represents:

- |    |                       |          |
|----|-----------------------|----------|
| 1. | Filing fee            | \$125.00 |
| 2. | Certificate of Status | 5.00     |
| 3. | Certified copy        | \$30.00  |

Please return all correspondence concerning this matter to this office at the above address.

Very truly yours,

  
DENNIS S. GOLD  
Attorney at Law

DSG/bb  
Encl.

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I

### Name

The name of the Limited Liability Company is:

**M.W.C. FLORIDA, LLC**

## ARTICLE II

### Address

The mailing address and street address of the principal office of the Limited Liability Company is:

4000 Royal Marco Way, #723, Marco Island, Florida 34145

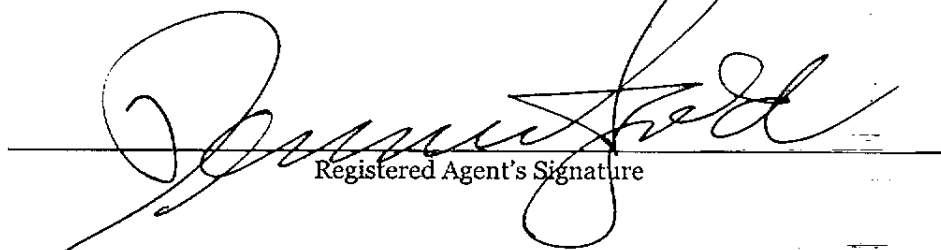
## ARTICLE III

### Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

DENNIS S. GOLD, 2335 Tamiami Trail North, Suite 301, Naples, Florida 34103

*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 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.*

  
Registered Agent's Signature

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**ARTICLE VI**

The place of business of this Limited Liability company shall be 4000 Royal Marco Way, #723, Marco Island, Florida 34145, and such other place or places as the members from time to time may determine.

**ARTICLE V**

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$1,000.00, which will be contributed by the members.

**ARTICLE VI**

The limited liability company will be managed by Walter Cahn and Max Blauner. Their names and addresses are:

Walter Cahn

4000 Royal Marco Way, #723  
Marco Island, Florida 34145

Max Blauner

4000 Royal Marco Way, #723  
Marco Island, Florida 34145

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE  
ARTICLES OF ORGANIZATION.

NAME/TITLE

*Walter Cahn*

Walter Cahn

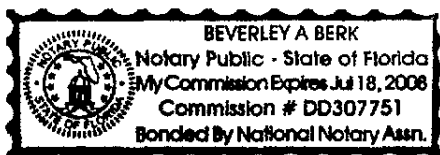
NAME/TITLE

*Max Blauner*

Max Blauner

Before me personally appeared WALTER CAHN and MAX BLAUNER, who to me are known to be the persons who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal on this 25th day of January, 2006.



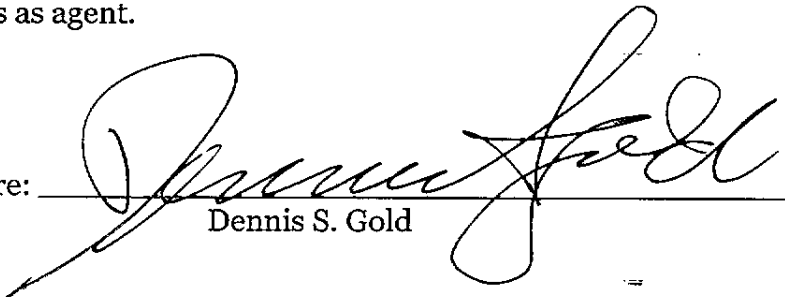
*Beverley A. Berk*  
NOTARY PUBLIC  
My commission expires:

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## REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, I hereby am familiar with and accept the duties and responsibilities as agent.

Registered Agent Signature: \_\_\_\_\_

  
Dennis S. Gold

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