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February 23, 2006

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

MIP Management, LLC

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

OF

MIP MANAGEMENT, LLC

ARTICLE I

Name

The name of this Limited Liability Company is **MIP MANAGEMENT, LLC** (the "Company").

ARTICLE II

Address

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

2931 Louise Street  
Coconut Grove, FL 33133

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

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

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
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*

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am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CLASP, Inc.  
Registered Agent

  
Howard M. Hujsa, Vice President

ARTICLE V  
Management

The Company is to be managed by one or more Managers and is, therefore, a Manager-managed company.

ARTICLE VI  
Limitation on Agency  
Authority of Members


Pursuant to Section 608.42335, Florida Statutes, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

ARTICLE VII  
Written Operating Agreement

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 23<sup>rd</sup> day of February, 2006.

By:

  
Howard M. Hujsa  
Authorized Agent

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)