

08/31/2006 TH 8:39 FAX 9547618475 Tripp Scott, P.A.

Division of Corporations

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**

**MPC LLC**

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
MPC LLC**

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The Articles of Organization of MPC LLC, a Florida limited liability company (the "Company"), which were filed with the Department of State on March 1, 2006, document number L06000021886, be and they are hereby, amended and restated in their entirety as shown below:

**ARTICLE I  
NAME**

The name of this limited liability company is: MPC LLC

**ARTICLE II  
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor  
Ft. Lauderdale, FL 33301

**ARTICLE III  
PURPOSE**

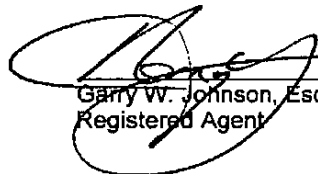
The purpose for which this Limited Liability Company is organized is: any and all lawful business.

**ARTICLE IV  
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE**

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

Garry W. Johnson, Esq.  
c/o Tripp Scott, P.A.  
110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor  
Ft. Lauderdale, FL 33301

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.

  
Garry W. Johnson, Esq.  
Registered Agent

Prepared By: Garry W. Johnson, Esq.  
Bar No. 0355828  
Tripp Scott, PA  
110 SE 6<sup>th</sup> Street, 15<sup>th</sup> Floor  
Ft. Lauderdale, FL 33301  
(954) 760-4915

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#### ARTICLE IV MANAGEMENT

The limited liability company is to be managed by a manager and is, therefore, a Manager-managed company. The initial manager of the company shall be:

Maurice Pitchon

The foregoing Amended and Restated Articles of Organization were adopted by a Joint Consent Action of the sole Member and the sole Manager of this Company, dated the 30<sup>th</sup> day of August. The number of votes cast in favor of the foregoing amendment was sufficient for approval. Furthermore, the foregoing Amended and Restated Articles of Organization are duly executed and filed in accordance with Section 608.411, F.S.

  
Maurice Pitchon, Manager

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

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Prepared By:

Garry W. Johnson, Esq.  
Bar No. 0355828  
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