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TALLAHASSEE, FLORIDA

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LOUIS C. ANDERSON, LLC
Corporate Center-by-the-Sea
224 Commercial Boulevard, Suite 310
Lauderdale-by-the-Sea, FL 33308-4443
954.772.8050 • Fax: 954.491.3739
e-mail: lou@anderlaw.com
www.anderlaw.com

1 May 2006

Via Federal Express

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

Re: *Filing of the Articles of Organization for*
MTHOLLY, LLC

Dear Sir or Madam:

I am enclosing the following for the purpose of creating the above limited liability company.

1. Articles of Organization (in duplicate).
2. Certificate of Designation of Registered Agent.
3. Our Trust account check to the "Florida Department of State" in the amount of \$155.00 representing the filing fee (\$100.00), certified copy fee (\$30.00) and Designation of Registered Agent fee (\$25.00).

Please file the Articles and return the certified copy to this office along with your acknowledgment. Thank you for your assistance.

Sincerely,

LOUIS C. ANDERSON
Attorney at Law

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Articles of Organization
of
MTHOLLY, LLC

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The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is MTHOLLY, LLC (hereinafter referred to as the "Company").

2. Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

5. Address Of Place Of Business.

The mailing address for the Company is c/o LOUIS C. ANDERSON, ESQ., 224 Commercial Blvd, Suite 310, Lauderdale by the Sea, FL, 33308. The street address of the place of business for the Company is 2442 Sugarloaf Lane, Fort Lauderdale, FL, 33312. These addresses may be changed from time to time as provided in the Operating Agreement.

6. Registered Agent.

The initial registered agent in Florida for the Company is LOUIS C. ANDERSON, ESQ., and the initial registered office is located at 224 Commercial Blvd, Suite 310, Lauderdale by the Sea, FL, 33308.

7. Purpose And Power

The Company shall be formed for the principle purpose of bringing together buyers and sellers of businesses to accomplish mergers and acquisitions, and for any other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities; to acquire, own, and dispose of real and personal property; to make loans and purchase and sell businesses; and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

8. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

9. Members.

The Company shall have at least one member and may admit additional members on the prior *unanimous* written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

10. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

11. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a *majority interest* in the Company.

12. Real Estate Documents

All conveyances, mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens,

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judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

13. Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

14. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager, or Officer or director, to the full extent permitted under the Act.

15. Informal Action Of Members

Any action of the Members may be taken without a meeting if consent in writing is obtained from all Members who would be entitled to vote if such action at a meeting (and filed with the Member-Managers of the Company as such records).

Executed at Broward County, Florida, on April 28, 2006.

By: Robert J. Leonard
ROBERT J. LEONARD, Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on April 28, 2006, by ROBERT J. LEONARD, as a Member of MTHOLLY, LLC, who ☒ is personally known to me or () produced N/A as identification.

Louis C Anderson
Notary Public — State of Florida
Print Name:

(Seal)



Louis C Anderson
My Commission DD298787
Expires April 28, 2008


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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.403(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent

LOUIS C. ANDERSON, ESQ.

Typed or printed name of signee

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