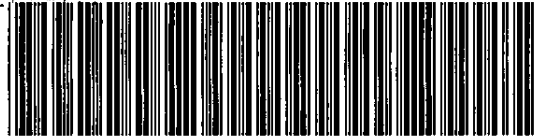


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2005 MAY -5 P 4: 28

SECRETARY OF STATE
TALLAHASSEE, FL



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05/05/06--01005--014 **155.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

P04-81526

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Office Use Only

COVER LETTER

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TO: Registration Section
Division of Corporations

SUBJECT: MCF MANAGEMENT, LLC
(Name of Resulting Florida Limited Company)

2006 MAY -5 P 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

MAGDALENE CLEOPHAT
(Contact Person)
MCF MANAGEMENT, LLC
(Firm/Company)
237 NE 160 STREET
(Address)
MIAMI, FL 33162
(City, State and Zip Code)

For further information concerning this matter, please call:

MAGDALENE CLEOPHAT at (786) 236 8799
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$150.00 Filing Fees
(S25 for Conversion
& S125 for Articles
of Organization)
- ☒ \$155.00 Filing Fees
and Certificate of
Status
- ☐ \$180.00 Filing Fees
and Certified Copy
- ☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2006 MAY -5 P 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MCF MANAGEMENT, INC.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 5/21/2004
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

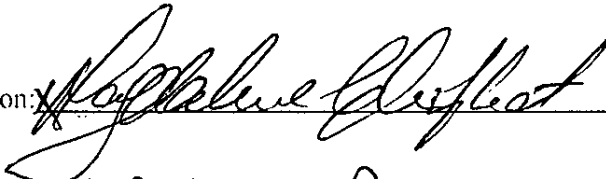
MCF MANAGEMENT, LLC
(Enter Name of Florida Limited Liability Company)

FILED

5. If not effective on the date of filing, enter the effective date: 2006 MAY 5 P 4: 28
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 20 day of April 20 06.

Signature of Authorized Person:



Printed Name: MAGDALINE CLEGHAT Title: Pres.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED

2006 MAY -5 P 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

MGF MANAGEMENT, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

237 NE 160 STREET
MIAMI, FL 33162

237 NE 160 ST
MIAMI, FL 33162

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

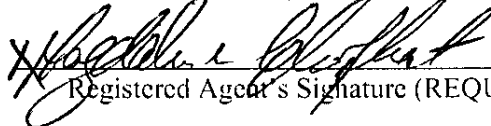
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

MAGDALENE CLEOPHAT
Name
237 NE 160 ST
Florida street address (P.O. Box NOT acceptable)
MIAMI FL 33162
City, State, and Zip

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 (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

* MGR *

Name and Address:

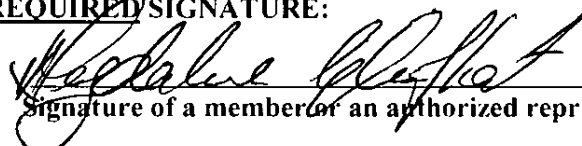
MAGDALENE CLEOPHAT
237 NE 160 ST
MIAMI, FL 33162

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 4/20/2006
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

MAGDALENE CLEOPHAT

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)