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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MCZ AB, LLC

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| Certificate of Status | 1 |
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ARTICLES OF ORGANIZATION
of
MCZ AB, LLC


a Florida Limited Liability Company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, 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 MCZ AB, LLC (the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is c/o Jeff Mutnik, Trustee of MCZ AB Trust, 200 South Biscayne Boulevard, Sixth Floor, Miami, Florida, 33131-5310.
5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is: Jeffrey Mutnik, 200 South Biscayne Boulevard, Sixth Floor, Miami, Florida, 33131-5310.
6. CONTINUITY OF BUSINESS. The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.
7. MANAGEMENT. The Company shall be managed by its manager, and its name and address is:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| JEFFREY & BETH MUTNIK, | 200 S. Biscayne Blvd. Sixth Floor Miami, FL 33131-5310 |

The undersigned has executed these Articles of Organization on the 29th day of January, 2007.

By: 
Jeffrey Mutnik, Authorized
Representative

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MCZ AB, LLC.
2. The name and address of the registered agent and office is:

Jeffrey Mutnik
200 S. Biscayne Blvd.
Sixth Floor
Miami, FL 33131

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 its 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.



Jeffrey Mutnik
Registered Agent

January 29, 2007

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