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To:
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Fax Number : (850)205-0383

From:
Account Name : LAW OFFICE OF KENT A. SKRIVAN, PLLC
Account Number : I20040000145
Phone : (239)597-4500
Fax Number : (239)597-5623

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MTL Holdings, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
MTL HOLDINGS, LLC**

The undersigned acting as organizer of MTL HOLDINGS, LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be MTL HOLDINGS, LLC, (the "Company").

**ARTICLE II
DURATION**

This Company shall exist perpetually, unless dissolved according to law as set forth in any Operating Agreement adopted by the Company.

**ARTICLE III
PURPOSE**

The Company is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in any Operating Agreement adopted by the Company.

**ARTICLE IV
BUSINESS ADDRESS/MAILING ADDRESS**

The address of the place of business in this State of the Company shall be 152 West 57th Street, 45th Floor, New York, New York 10019. The mailing address of the Company shall be 152 West 57th Street, 45th Floor, New York, New York 10019.

Prepared by:
Kent A. Skrivan, Esq.
801 Laurel Oak Drive, Ste. 705
Naples, Florida 34108
(239) 597-4500
Bar #0893552

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ARTICLE V
REGISTERED AGENT

The name and address of the Company's initial registered agent and registered office is Kent A. Skrivan, The Law Offices of Kent A. Skrivan, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

ARTICLE VII

ADDITIONAL PROVISIONS

The effective date of this limited liability company shall be upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 2nd day of February, 2007.

By

Kent A. Skrivan, Authorized
Representative of a member

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TALLAHASSEE, FLORIDA

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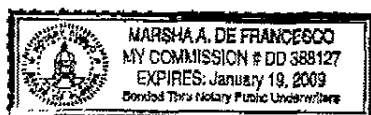
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In accordance with Section 608.408(3), Florida Statutes the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Kent A. Skrivan, to me known to be the person described in and who executed the foregoing Articles of Organization of MTL HOLDINGS, LLC. Kent A. Skrivan is ✓ personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State named above, this 2nd day of January, 2007.



Notary Public
My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/RESISTERED OFFICE**

In compliance with Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the Limited Liability Company is MTL HOLDINGS, LLC
2. The name and address of the registered agent and registered office is:

Kent A. Skrivan
The Law Offices of Kent A. Skrivan
801 Laurel Oak Drive, Suite 705
Naples, Florida 34108

By: 

Kent A. Skrivan, Authorized
Representative of a member

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ACCEPTANCE:

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 relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


KENT A. SKRIVAN

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