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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MPE HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
MPE HOLDINGS, LLC**

ARTICLE I

Name

The name of the Limited Liability Company is MPE HOLDINGS, LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is One Biscayne Tower, 2 S. Biscayne Blvd., 21st Floor, Miami, FL 33131.

ARTICLE III

Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV

Management

The Company is to be a manager-managed company and the name and address of the managers are:

Larry Epstein
One Biscayne Tower
2 S. Biscayne Blvd.
21st Floor
Miami, FL 33131

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ARTICLE V

Admission of Additional Members

Members shall have the right to admit additional members as provided in the Company's operating agreement.

ARTICLE VI

Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: MPE HOLDINGS, LLC
2. The address of the registered agent and office is: Broad and Cassel, c/o Vivian de las Cuevas-Diaz, One Biscayne Tower, 2 S. Biscayne Blvd., 21st 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 by 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 the obligations of my position as a registered agent.


Vivian de las Cuevas-Diaz

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