

MAY-29-2007 (TUE)

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CARLTON FIELDS

7/11/2007

Division of Corporations

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LO7000054285

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ML SM HOLDINGS LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ML SM HOLDINGS LLC**

First: The Articles of Organization (the "Articles") of ML SM Holdings LLC were filed on May 22, 2007 and assigned Document Number L07000054285.

Second: Such Articles are hereby deleted in their entirety and Amended and Restated as follows:

ARTICLE I. NAME

The name of the limited liability company is ML SM Holdings LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be 9418 West Broadview Drive, Bay Harbor, Florida 33154, Attention: Michael L. Landa.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is CFRA, LLC, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. MANAGEMENT

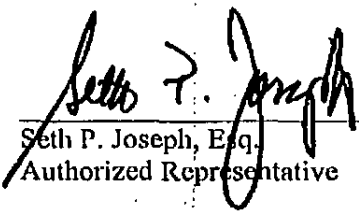
The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial Manager of the Company shall be Michael L. Landa, located at 9418 West Broadview Drive, Bay Harbor, Florida 33154.

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These Amended and Restated Articles of Organization have been executed on the date set forth below by the name of the authorized representative of the manager and members of the Company. In accordance with the terms of §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.

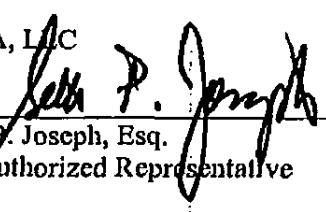
Dated: May 24, 2007


Seth P. Joseph, Esq.
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ML SM Holdings LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

CFRA, LLC

By: 
Seth P. Joseph, Esq.
Its: Authorized Representative

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Dated: May 24, 2007