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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MG TOWER, LLC

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EFFECTIVE DATE

6-19-07

**ARTICLES OF ORGANIZATION
OF
MG TOWER, LLC**

ARTICLE I - NAME

The name of the limited liability company is MG TOWER, LLC, ("company").

ARTICLE II - ADDRESS

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

Principal Office Address:

600 Cleveland Street
Clearwater, Florida 33755

Mailing Address:

611 S. Ft. Harrison
#352
Clearwater, FL 33756

ARTICLE III-PURPOSE

This LLC may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, other than the banking business, the trust company business, or the practice of a profession permitted to be organized by Florida law.

Notwithstanding the foregoing, the purpose of the limited liability company shall be limited to owning, improving, operating, managing, leasing, mortgaging, hypothecating and ultimately disposing of that certain real property located in Hillsborough County, Florida commonly known as the Clearwater Bank of America Tower (the "Property"), and in connection therewith obtaining a first mortgage (the "First Mortgage") from New South Federal Savings Bank.

**ARTICLE IV - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

Ritter, Zaretsky & Lieber, LLP
555 N.E. 15th Street
Suite 100
Miami, FL 33132

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..


VIVIAN A. JAIME, ESQ., its authorized
representative

ARTICLE V - MANAGERS OR MANAGING MEMBERS

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

EFFECTIVE DATE

6-19-07

Title:
"MGR" = Manager
"MGMR" = Managing Member

Name and Address:
MGMR = Ido Fischler
500 North Osceola Avenue, Apt. 208
Clearwater, FL 33755

MGMR=Yehuda, Limited Partnership
403 Edgewood Avenue
Clearwater, FL 33755

ARTICLE VI - EFFECTIVE DATE

The effective date of the company shall be June 19, 2007.

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.)

Vivian A. Jaime, Incorporator
Typed or printed name of signer

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