

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MCISF (II) LLC

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**ARTICLES OF ORGANIZATION
OF
MCISF (II) LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization ("Articles"):

Article I
Name

The name of the limited liability company is MCISF (II) LLC (the "Company").

Article II
Duration

The existence of the Company shall commence upon the filing of these Articles with the Secretary of State for the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

THIS INSTRUMENT PREPARED BY:
Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
2 South Biscayne Blvd., Suite 3400
Miami, Florida 33131
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Article V
Management

The Company shall be manager-managed by two initial managers ("Managers"). The Managers shall be appointed by the members of the Company ("Members") and shall serve until a successor Manager is elected and qualified. The initial managers of the Company are:

Kenneth Jaffa
2 S. Biscayne Boulevard
Suite 3400
Miami, Florida 33131

Craig Jaffa
2 S. Biscayne Boulevard
Suite 3400
Miami, Florida 33131

Article VI
Membership Certificates

(a) Each Member's interest in the Company ("Membership Interests") may be evidenced by a membership certificate.

(b) No Member of the Company may transfer, sell or assign its Membership Interest in the Company to any third party, except as provided for in the Company's Operating Agreement ("Operating Agreement").

Article VII
Indemnification

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Manager, Member, director or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, (each, an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless such person breached or failed to perform his/her duties as a Manager, Member, officer, director, employee or agent of the Company and such breach constitutes:

(1) a violation of criminal law, unless the Manager, Member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his/her conduct was unlawful;

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(2) a transaction from which the Manager, Member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

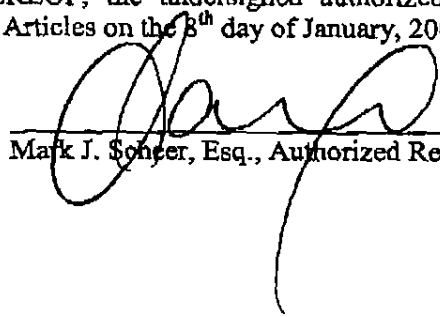
A judgment or other final adjudication against a Manager, Member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his/her breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he/she had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his/her conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a Manager, Member, director, officer, employee or agent only with respect to actions occurring while a Manager, Member, director, officer, employee or agent of the Company and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article VI shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article VI is in effect. Any repeal or modification of this Article VI or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VIII
Amendment

The Members reserve the right to amend or repeal any provision contained in these Articles of Organization subject to any provision set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles on the 8th day of January, 2008.


Mark J. Sencer, Esq., Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY CORPORATE SERVICES, INC.

By: 

Mark J. Scheer, President

Dated: January 8, 2008

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