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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUN - 6 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: ASHLEY SMITH
DATE: 06-06-2008
REF. #: 000150.88112
CORP. NAME: M/B MIDTOWN LLC

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TALLAHASSEE, FLORIDA

- | | | |
|------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 526 346 **FOR \$** 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
M/B MIDTOWN LLC

ARTICLE I - Name

The name of the Limited Liability Company is **M/B MIDTOWN LLC** (the "Company").

ARTICLE II - Address

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

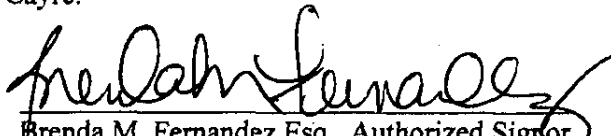
c/o Midtown Equities LLC
417 Fifth Avenue, 9th floor
New York, NY 10016

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is: 515 East Park Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE IV - Management

The Company will be managed by its managers and is therefore a manager-managed company. The initial Manager will be Joe Cayre.


Brenda M. Fernandez Esq., Authorized Signor

Date: June 6, 2008

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 6th day of June, 2008.

CORPDIRECT AGENTS, INC.

Katie Wonsch, Asst. Sec.

As Agent for the Registered Agent

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.