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Division of Corporations

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Florida Department of State

Division of Corporations

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MCOP HOLDINGS II, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
MCOP HOLDINGS II, LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is:

MCOP Holdings II, LLC

2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 1819 Main Street, Sarasota, Florida 34236.

3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Michael J. Wilson, 200 South Orange Avenue, Sarasota, Florida 34236.

4. Management. The Company shall be a manager-managed company.

5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin effective June 11, 2008.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 13th day of June 2008 (the "Execution Date").



Michael J. Wilson
Member or Authorized Representative

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ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



Michael J. Wilson
As Registered Agent