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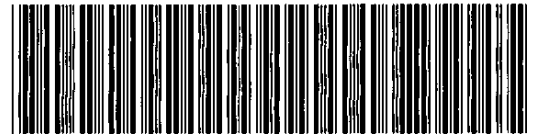
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11 MAY -2 PM 4:42

REGISTRATION  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 4/26/2011

B. KOHR

MAY - 8 2011

EXAMINER

11 MAY -2 AM 10:30

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** KATIE WONSCH

**DATE:** 05/02/2011

**REF. #:** 002037.147078

**CORP. NAME:** MWP HOLDINGS OF SOUTH FLORIDA, L.L.C.

EFFECTIVE DATE 4/26/2011

SECRETARY  
DIVISION OF CORPORATIONS  
11 MAY -2 AM 10:30

- |  |   |   |
|--|---|---|
| <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# 539550 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 |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |  |

Examiner's Initials

EFFECTIVE DATE

4/26/2011

**ARTICLES OF ORGANIZATION**

**OF**

**MWP HOLDINGS OF SOUTH FLORIDA, L.L.C.**

The undersigned initial members of MWP HOLDINGS OF SOUTH FLORIDA, L.L.C., a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: MWP HOLDINGS OF SOUTH FLORIDA, L.L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on April 26, 2011, and shall continue until December 31, 2061, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The initial mailing address of this Company is:

630 Lake Dasha Circle  
Plantation, Florida 33324

Such mailing address may also be revised to such locations within the State of Florida and may be determined by all of the members of the Company.

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The initial street address of the principal office of the Company is:

630 Lake Dasha Circle  
Plantation, Florida 33324

Such street address may also be revised to such locations within the State of Florida and may be determined by all of the members of the Company.

SECRET  
11 MAY -2 AM 10:30

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The initial registered agent and the street address of the initial registered agent of this Company in the State of Florida shall be:

Jeffrey S. Wachs, Esq.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, Florida 33316

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the majority vote of all members of the Company at a duly called meeting of the members or by written consent of all members of the Company.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the majority vote of all members of the Company, (excluding the member seeking to transfer his interest in the Company), which vote is taken at a duly called meeting of the members or by written consent of all members of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the surviving members elect to continue the Company upon the majority vote of all the members of Company which vote is taken at a duly called meeting of the members or by written consent of all members of the Company.

ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the individuals whose names are set forth below:

Walter D. Padow  
630 Lake Dasha Circle  
Plantation, Florida 33324

Mildred M. Padow  
630 Lake Dasha Circle  
Plantation, Florida 33324

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the majority vote of all the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the majority vote of all the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of all of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 21<sup>st</sup> day of April, 2011.

INITIAL MEMBER(S):

WALTER D. PADOW REVOCABLE TRUST  
AGREEMENT DATED April 21, 2011

Walter D. Padow  
WALTER D. PADOW, Trustee

MILDRED M. PADOW REVOCABLE TRUST  
AGREEMENT DATED April 21, 2011

Mildred M. Padow  
MILDRED M. PADOW, Trustee

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of MWP HOLDINGS OF SOUTH FLORIDA, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: April 21, 2011

  
\_\_\_\_\_  
JEFFREY S. WACHS