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LEE MILICH, P.A.
11900 Biscayne Blvd.
Suite 809
No. Miami, FL 33181

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- | 1. | (Corporation Name) | (Document #) |
|----|--------------------|--------------|
| 2. | (Corporation Name) | (Document #) |
| 3. | (Corporation Name) | (Document #) |
| 4. | (Corporation Name) | (Document #) |

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

EFFECTIVE DATE

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

W97-10868

CR2E031(1 95)

Examiner's Initials

5/15/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -2 2:12:03

LEE MILICH, P.A.
ATTORNEY AT LAW
11900 BISCAYNE BOULEVARD
SUITE 809
NORTH MIAMI, FLORIDA 33181
(305) 893-9931
FAX (305) 895-8333

May 9, 1997

Ms. Corina Dunlap
CSC Corp.
Fax No. 904-222-0393

RE: 1) MCN, LLC
2) CUT CO., LLC

Dear Corina:

Pursuant to our telephone conversation this afternoon, we are requesting that on Monday morning you obtain for us filed copies of the articles of incorporation for the above-referenced limited liability companies. The original articles were mailed to Tallahassee from this office on Tuesday, May 6th, for filing.

I am advised by Doris McDuffey and Agnes of the Filing Section of the Secretary of State's office that you must present them on Monday morning with a written request and they then locate the documents, file them, and will deliver them to you later in the day (you must pick them up).

Your \$20 fee may be billed to Mr. Milich's American Express account #3718-701956-51002. Our Fed X number is 1339-4813-9, for Tuesday morning delivery.

Please call on Monday to advise status as our client is anxious for us to fax him the filed copies on Tuesday since a closing is imminent.

Thank you in advance for your assistance. If you should have any questions, please call upon receipt.

Very truly yours,



Lynne Reeve
Sec'y to Mr. Milich



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 14 PM 1:00

May 12, 1997

LEE MILICH, P.A.
11900 BISCAYNE BLVD. SUITE 809
NORTH MIAMI, FL 33181

SUBJECT: MCN, LLC
Ref. Number: W97000010868

RESUBMIT

Please give original
submission date as file date.

MCN Holding, LLC

P1 + P6

We have received your document for ~~MCN, LLC~~ and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give us the total amount of cash contributed by the members.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00025208

97 MAY 14 PM 1:10
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5/5/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 1997

ARTICLES OF ORGANIZATION
OF

MCN HOLDING, LLC

ARTICLE I
NAME

The name of this limited liability company shall be:

MCN HOLDING, LLC

ARTICLE II
DURATION

This company shall commence its existence on the date of execution and acknowledgement of these Articles of Organization, and shall exist for a period of twenty-nine (29) years.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the company is 3487 Byron Lane, Longboat Key, FL 34228.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the company's initial registered agent is NORMAN COHEN, 3487 Byron Lane, Longboat Key, FL 34228.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The company shall have the right to admit additional members upon a vote of the majority of the members.

ARTICLE VI
TERMINATION

Upon the death, retirement, resignation or incapacity of NORMAN COHEN, the company shall be terminated.

ARTICLE VII
MANAGING MEMBERS

The management of the company shall be vested in its members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members pursuant to §608.422, Fla. Stats. The managing members and their addresses are: NORMAN COHEN, 3487 Byron Lane, Longboat Key, FL 34228; and DONALD HECHT, AS TRUSTEE FOR STEVEN LITZ, 111 West 40th Street, New York, NY 10018. Members' interests in the company shall be evidenced by a limited liability membership certificate according to the provisions herein.

ARTICLE VIII
INDEMNIFICATION

The company shall indemnify Norman Cohen with respect to any acts committed by him on behalf of the company as provided in §608.4363, Fla. Stats.

ARTICLE IX
POWERS

The company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- 1) Sue or be sued, or complain or defend, in its name.
- 2) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- 3) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.

4) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

5. Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

6. Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Fla. Stats., within or without this state.

7. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

8. Make and amend its regulations, not inconsistent with the articles of organization or with the laws of Florida, for the administration and regulation of the affairs of the company.

9. Make donations to the public welfare or for charitable, scientific, or educational purposes.

10. Indemnify a member or manager or any other person as provided in Chapter 608, Fla. Stats., against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

11. Cease its activities and surrender its certificate of organization.

12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the com-

pany is organized.

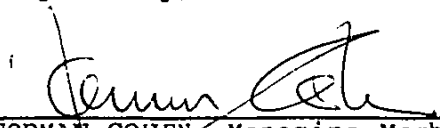
13. Transact any business that will aid governmental policy.

14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.


15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5th day of May, 1997.


NORMAN COHEN, Managing Member

Sworn to and subscribed before me
this 5th day of May, 1997.


NOTARY PUBLIC, State of Florida
My commission expires: 9-30-97

JAN SCHROTH
Notary Public, State of Florida
My comm. expires Sept. 30, 1997
No. CC 320060

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article IV of these Articles of Organization, the undersigned hereby agrees to act in this capacity, states that he is familiar with and accepts the obligations of that position, and agrees to comply with the complete discharge of his duties.

Dated this 5 day of May, 1997.


NORMAN COHEN, REGISTERED AGENT

FILED
SECRETARY OF CORPORATIONS
MAY 10 1997
STATE OF NEW YORK

AFFIDAVIT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 2 1997


STATE OF FLORIDA)
) SS
COUNTY OF)

THIS DAY personally appeared before me, NORMAN COHEN, who being personally known to me and who did take an oath, deposes and says:

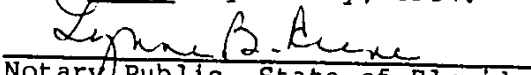
1. I am a managing member of MCN HOLDING, LLC Florida limited liability company (the "Company"), the articles of organization of which are filed with the Florida Secretary of State simultaneously with this Affidavit. I make this Affidavit, pursuant to §608.407(2), Fla. Stats.

2. The Company has at least two members. The amount of cash contributed by the members is \$12,500.00 by Norman Cohen and \$12,500 by Donald Hecht as Trustee for Steven Litz, for a total amount of cash contributed by members of \$25,000.00.

FURTHER AFFIANT SAYETH NOT.


Norman Cohen

Sworn to and subscribed before me
this 5th day of May, 1997.


Notary Public, State of Florida
Printed Name:
My commission expires:

