

To: FL Dept. of State
Subject: 000631.587

From: Katie Wonsch

Friday, October 13, 2006 3:46 PM Page: 1 of 3

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

MCD 11, INC.

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ARTICLES OF ORGANIZATION

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OF

MCD II, INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the Corporation shall be MCD II, INC.

Article II: The principal place of business and mailing address of the Corporation shall be 90 Alton Rd., Suite 2401, Miami Beach, Florida 33139.

Article III: The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000, all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is NRAI Services, Inc. 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

The written acceptance of the initial registered agent as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V: The name and address of the incorporator to these Articles of Incorporation is:

NAME
James T. Nerangis

ADDRESS
Levy & Sonet, LLP
630 Third Avenue
New York, New York 10017

Article VI: All officers of the Corporation are to be elected by the shareholders of the Corporation; each such officer shall hold office for such term as may be determined by the shareholders.

Article VII: The shareholders shall have complete power and control over the management and business of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

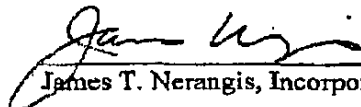
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Article VIII: The period of duration of the Corporation is perpetual. H06000251942 3

Article IX: The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of October, 2006.


James T. Nerangis, Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: 

Date: 10-13-06

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