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 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
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AP2000001391

October 17, 2002

CORPORATION NAME(S) AND DOCUMENT NUMBER(S):

MGE Investments, Ltd.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other **900008422799--1**

10/17/02--01016--007
 ***1837.50 ***1837.50

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	P. Verifier
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 02 OCT 17 PM 1:50
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 02 OCT 17 AM 9:07
 900008422799-1

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MGE INVESTMENTS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership shall be MGE Investments, Ltd.
2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.
3. The location of the principal place of business is 9601 Collins Avenue, PH-302, Bal Harbour, Florida 33154. The name and address of the agent for service of process is ATRIUM REGISTERED AGENTS, INC., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.
4. The name and business address of the General Partner shall be as follows:

MGE Management, LLC
9601 Collins Avenue
PH-302
Bal Harbour, FL 33154
5. The mailing address for the Limited Partnership shall be as follows:

9601 Collins Avenue
PH-302
Bal Harbour, FL 33154
6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the party hereto has executed this Certificate of Limited Partnership on the 15th day of October, 2002, effective upon filing same with the Florida Department of State.

MGE INVESTMENTS, LTD.

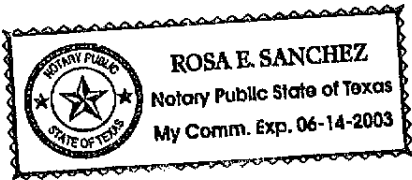
BY: MGE MANAGEMENT, LLC
General Partner


BY: 
MARGARET GIVENTER
Sole Member

STATE OF Texas)
COUNTY OF Hidalgo) SS:

FILED
02 OCT 17 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 15th day of October, 2002, by Margaret Giventer, sole Member of MGE Management, LLC, who did execute the foregoing Certificate of Limited Partnership as sole Member of the General Partner, who is personally known to me, or who has produced Drivers Lic. as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.




Signature - NOTARY PUBLIC

Rosa E Sanchez
Printed Name of NOTARY PUBLIC

0/14/03
Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for MGE Investments, Ltd., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

ATRIUM REGISTERED AGENTS, INC.,

BY: *Robert A. Stamen*
Robert A. Stamen, Vice President

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02 OCT 17 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Margaret Giventer, sole Member of the general partner of MGE Investments, Ltd., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10,000,000.

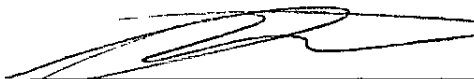
This 15th day of October, 2002.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

MGE MANAGEMENT, LLC
General Partner

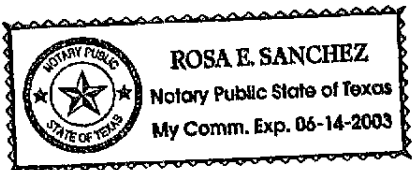
BY:

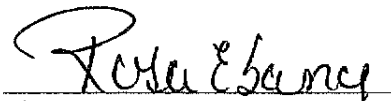

Margaret Giventer, sole Member

02 OCT 17 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Texas)
) SS:
COUNTY OF Hidalgo)

The foregoing instrument was acknowledged before me this 15th day of October, 2002, by Margaret Giventer, sole Member of MGE Management, LLC, who did execute the foregoing Affidavit of Capital Contributions as sole Member of the General Partner, who is personally known to me, or who has produced Driver's Lic. as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.




Signature - NOTARY PUBLIC

Rosa E Sanchez
Printed Name of NOTARY PUBLIC

6/14/03
Commission Number