

Aug. 16. 2013 11:19 AM

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6383

Effective Date

8/15/13

From:

Account Name : FRAZIER & FRAZIER, ATTORNEYS AT LAW, P.A.
Account Number : I20090000113
Phone : (904) 353-5616
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.

~~MGM Properties, LLC~~

Certificate of Status	0
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J. SAULSBERRY
EXAMINER

AUG 19 2013

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STATE
TALLAHASSEE, FLORIDA

MGM Properties of Jacksonville, LLC

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8/14/2013

**ARTICLES OF ORGANIZATION
OF
MGM PROPERTIES OF JACKSONVILLE, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I - NAME

The name of the limited liability company (the "Company") shall be MGM Properties of Jacksonville, LLC.

ARTICLE II - ADDRESS

The street address of the principal office of the company is 7079 North Main Street, Jacksonville, Florida 32208. The mailing address of the principal office of the Company shall be Post Office Box 14268, Jacksonville, Florida 32216.

ARTICLE III - REGISTERED AGENT

The initial registered office of the Company shall be 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204 and its initial registered agent at such office shall be Frazier & Frazier, Attorneys at Law, P.A.

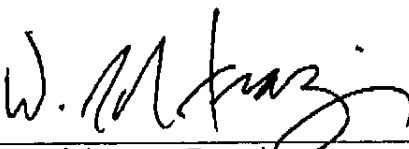
ARTICLE IV - ADDITIONAL MEMBERS

Additional members (as the term "member" is defined in §608.402(21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement.

ARTICLE V - MANAGEMENT OF THE COMPANY

The Company will be a manager-managed company managed in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

Dated this 15th day of August, 2013.



W. Robinson Frazier,
Authorized Representative

2013 AUG 15 AM 10:55
STATE
OF FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

MGM Properties of Jacksonville, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Frazier & Frazier, Attorneys at Law, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, as its agent to accept service of process within the state.

DATED this 15th day of August, 2013.




W. Robinson Frazier
Authorized Representative

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, the undersigned hereby agrees to accept the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

DATED this 15th day of August, 2013.

**FRAZIER & FRAZIER,
ATTORNEYS AT LAW, P.A.**



W. Robinson Frazier, President

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JACKSONVILLE, FLORIDA