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MJH

April 24, 2001

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/01/01--01015--020
***140.00 ***140.00

Re: MPG PALM BAY, LTD.

Dear Sir or Madam:

Enclosed please find two original Certificates of Limited Partnership/Designation of Registered Agent and Affidavit of Capital Contributions for the above referenced partnership along with our check payable to the Secretary of State to pay for costs as follows:

Filing Fee	\$ 52.50
Certification and Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$140.00

Please return the Certificate of Limited Partnership along with the certified copy to me at the above address. Thank you for your attention to this matter.

Sincerely,

Barbara Barnes
Barbara Barnes

/bb
Enclosures

FILED
01 APR 30 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 APR 30 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MPG PALM BAY, LTD.

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name. The name of the Partnership shall be **MPG PALM BAY, LTD.**
2. Principal Place of Business. The principal place of business of the Partnership and its mailing address shall be at its offices located at 2627 McCormick Drive, Suite 102, Clearwater, Florida 33759. The General Partner may, on behalf of the Partnership, change the place of business from time to time upon notice to the limited partners.
3. Registered Agent. The name and address of the initial agent for service of process on the Partnership are James A. Staack, Esq., 121 N. Osceola Avenue, Second Floor, Clearwater, Florida 33755. The General Partner may, on behalf of the Partnership, change the name and office of such registered agent upon notice to the limited partners.
4. General Partners. The names and specific addresses of the General Partner(s) of the Partnership are as follows:

GENERAL PARTNER
MPG PALM BAY, INC.

PO1-40568

ADDRESS

2627 McCormick Drive, Suite 102
Clearwater, Florida 33759.

5. Term. The term of the Partnership shall commence upon filing of this Certificate with the Department of State, State of Florida, and shall terminate December 31, 2030, unless sooner terminated in accordance with law or the Agreement of Limited Partnership.
6. Amendment to Certificate. This Certificate of Limited Partnership shall be amended and restated, from time to time upon the filing of an Amended Certificate executed by the General Partner(s) and any such Amended Certificate shall supersede this Certificate and any preceding Amended Certificate in its entirety.

DATED this 24th day of April, 2001.

MPG PALM BAY, INC.

Ira Waitz
By: Ira Waitz
Its: VP

ACCEPTANCE OF REGISTERED AGENT

The undersigned does herewith accept the duties and responsibilities of registered agent for the within Limited Partnership.

James A. Staack
James A. Staack
Date: 04/24/01

MPG PALM BAY, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

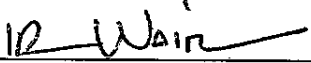
The undersigned, constituting all of the General Partners of MPG PALM BAY, LTD., a Florida limited partnership, does hereby certify:

1. That the amount of capital contributions to date of the Limited Partners is \$100.00.
2. It is not anticipated that there will be additional capital contributions of Limited Partners in the future.

Further, Affiant sayeth naught.

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

MPG PALM BAY, INC.



By: Ira Waitz

Its: Executive Vice President