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(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

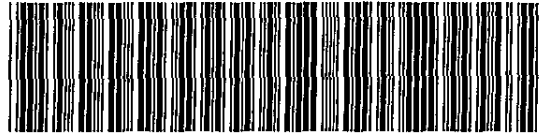
(Business Entity Name)

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FILED
2003 MAY 14 AM 11:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

~~703-11931~~

J. BRYAN MAY 27 2003

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May 13, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

FILED
MAY 14 AM 11:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: MPG BOYNTON, INC. and MPG BOYNTON, LTD.

Dear Sir or Madam:

Enclosed you will find two original Articles of Incorporation and Designation of Registered Agent for the above referenced corporation and 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 (limited partnership) | \$ 52.50 |
| Certification and Return of Copy | 52.50 |
| Registered Agent Designation | 35.00 |
| Filing Fee (corporation) | 35.00 |
| Certification and Return of Copy | 8.75 |
| Registered Agent Designation | <u>35.00</u> |
| Total | \$218.75 |

Please return the Certificates to our office the above address.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call.

Sincerely,



Barbara Barnes
Legal Assistant

Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MPG BOYNTON, LTD.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 BOYNTON, 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 1803 Briar Creek Blvd., Safety Harbor, FL 34695. 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., 900 Drew Street, Suite 1, 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:

| <u>GENERAL PARTNER</u> | <u>ADDRESS</u> |
|------------------------------------|---|
| MPG BOYNTON, INC. #P03000056612 | 1803 Briar Creek Blvd. Safety Harbor, Florida 34695. |

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 12th day of MAY, 2003

MPG BOYNTON, INC.

IRA WITZ
By: IRA WITZ
Its: Vice President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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: 5/12/03

MPG BOYNTON, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the General Partners of MPG BOYNTON, 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 BOYNTON, INC.

IRRAWAIN
By: IRA WALTZ
Its: VICE PRESIDENT

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TALLAHASSEE, FLORIDA