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January 24, 2000

Corporate Records Bureau

Division of Corporations

Department of State

P.O. Box 6327

Tallahassee, FL 32314

300003110783--9

-01/26/00--01033--009

****155.00 ****155.00

Re: MG FINANCIAL SERVICES, LLC

Gentlemen:

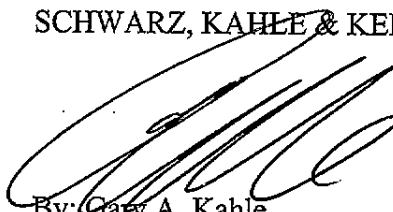
L-1093

Enclosed is original and one copy of Articles of Organization and Designation of Registered Agent for the above Limited Liability Company. Enclosed also is our check in the amount of \$155.00 to cover filing fees, filing tax and a certified copy of the Articles of Organization.

If you find the foregoing to be in order, please file the Articles and return the certified copy to us at your earliest convenience.

Very truly yours,

SCHWARZ, KAHLE & KELLER, P.A.



By: Gary A. Kahle

GAK:kk

Enclosures

FILED
00 JAN 26 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WC 1/31

ARTICLES OF ORGANIZATION OF
MG FINANCIAL SERVICES, LLC

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be MG FINANCIAL SERVICES, LLC, and the mailing address and street address of its principal office shall be 3005 Caring Way, Port Charlotte, FL 33952, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

This limited liability company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

ARTICLE III
MANAGEMENT

This limited liability company is to be a member-managed company.

Instruments and documents for the acquisition, mortgage, disposition, conveyance, lease, sale, or transfer of the personal property or real property of this limited liability company may be executed on its behalf by two or more members.

ARTICLE IV
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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TALLAHASSEE FLORIDA

ARTICLE V
DURATION

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members and shall commence its existence on the date of execution of these Articles.

ARTICLE VI
AMENDMENT

These Articles may be amended by a vote of a majority in interest of the members.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this limited liability company is 3005 Caring Way, Port Charlotte, FL 33952, and the name of the company's initial registered agent for service of process at that address is Christopher J. Edbrooke.

The undersigned, being all of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MG FINANCIAL SERVICES, LLC.

Executed by the undersigned at PORT CHARLOTTE
FLORIDA on 1/21/2000.

MG FINANCIAL SERVICES, LLC

By: Christopher J. Edbrooke

Christopher J. Edbrooke, Member

By: Carlo J. Loricco

Carlo J. Loricco, Member

By: Brian W. Crosland

Brian W. Crosland, Member

By: J. Scott Joiner

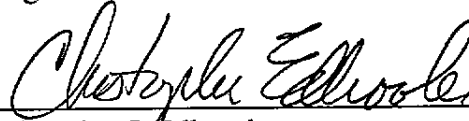
J. Scott Joiner, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated

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limited liability company at the place designated in this certificate, 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 am familiar with and accept the obligation of my position as Registered Agent.



Christopher J. Edbrooke
Registered Agent

Dated

01/24/00

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TALLAHASSEE FLORIDA