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MJH

February 23, 2001

By Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: M&G, L.L.C.

000003768060--0
-02/26/01--01116--008
****285.00 ****125.00


Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Articles of Organization for M&G, L.L.C.; and
2. A designation of Registered Agent and Registered Office for M&G, L.L.C.

Our firm's check for \$285 to cover the filing fees is enclosed. We would appreciate your returning a filed stamped copy of the Articles of Organization to us following their filing.

Very truly yours,


Richard R. Thames

RRT/ab
Enclosures
34172

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

M&G, LLC

Article I

Name

The name of the Limited Liability Company is M&G, LLC (the "Company").

Article II

Address

The mailing address and street address of the principal office of the Company is 10 Tenth Street, #59, Atlantic Beach, Florida 32233.

Article III

Management

The Company is to be managed by a Manager and the name and address of the initial Manager is:

Gregory E. Bolton
859 Ocean Boulevard
Atlantic Beach, Florida 32233

Article IV

Admission of Additional Members

The right of the remaining partners to admit additional members and the terms and conditions of the admissions are as follows:

From the date of the formation of the Company, with the unanimous written consent of all the Members (which consent may be unanimously withheld, delayed or conditioned), any Person acceptable to the Members may, subject to the terms and conditions of this Operating Agreement: (i) become an Additional Member in this Company by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine, or

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(ii) become a Substitute Member as a transferee of a Member's Interest or any portion thereof in the manner prescribed by Article XI of the Company's Operating Agreement.

Article V

Members Rights to Continue Business

Provided there is at least one remaining Member following the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company, the remaining Members may by unanimous consent elect to continue the business of the Company.

Gregory E. Bolton

Gregory E. Bolton
Its Manager

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23 day of February, 2001, by Gregory E. Bolton, who is (check one) personally known to me or has produced _____ (as identification) and did not take an oath.

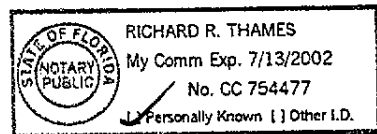
Richard R. Thames

Print Name: RICHARD R. THAMES

Notary Public
State and County Aforesaid

My commission expires:

Commission No.:

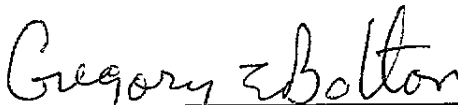


CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND
REGISTERED OFFICE FOR M&G, LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is M&G, LLC.
2. The name and address of the registered agent and office is:

Richard R. Thames, Esq.
STUTSMAN & THAMES, P.A.
121 W. Forsyth Street, Suite 600
Jacksonville, Florida 32202



Gregory E. Bolton
Its Manager

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts 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 is familiar with and accept the obligations of its position as registered agent.

STUTSMAN & THAMES, P.A.

By 

Richard R. Thames

Florida Bar Number 0718459
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