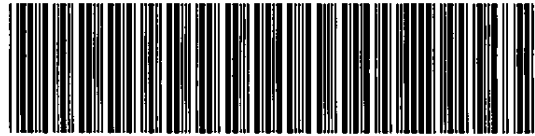


LO1000066422



200107046642

08/06/07--01024--004 **25.00

(Requestor's Name)

(Address)

(Address)

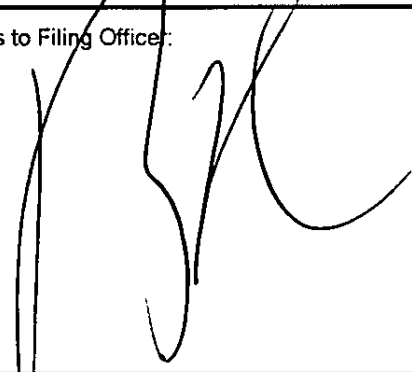
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:


Office Use Only

RECEIVED
07 AUG -6 PM 12:31
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 AUG -6 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

4
August 8, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 AUG -6 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
07 AUG -8 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 6995541 SO
Customer Reference 1: 093890-17
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

MGP Sarasota, LLC (FL)
Misc - Domestic LLC Filing - Amended and Restated Articles of Organization.
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

*Please give to
Buck Rohr*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 7, 2007

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MGP SARASOTA, LLC
Ref. Number: L01000006422

FILED
07 AUG -6 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MGP SARASOTA, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$25.00 payment.

Our records currently show MERRILL GARDENS, LLC as the sole MANAGING MEMBER. Are we now supposed to change that and show CSH REAL PROPERTY 1, LLC as the sole MANAGING MEMBER?

Also, please note that MGP SARASOTA, LLC still hasn't filed its 2007 Annual Report. This must be filed before September 14, 2007.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 307A00048422

Please backdate
to:
Aug. 6th

Thank You!

FILED
07 AUG -6 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
MGP SARASOTA, LLC
A Florida Limited Liability Company**

Pursuant to the provisions of Florida Statutes, Section 608.411, the undersigned limited liability company adopts and files the following Amended and Restated Articles of Organization of MGP Sarasota, LLC, which company was organized under the laws of the State of Florida on April 25, 2001 under Document Number L01000006422. These Amended and Restated Articles of Organization are duly executed and filed in accordance with Section 608.411, Florida Statutes.

1. The name of the limited liability company is **MGP Sarasota, LLC**.
2. The mailing address and the street address of the principal office is 100 Milverton Drive, Suite 700, Mississauga, Ontario, Canada L5R 4H1.
3. The address of the registered agent of the company in Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is C T Corporation System.

Dated: ~~June~~ August 1, 2007.

MGP SARASOTA, LLC
By CSH Real Property 1, LLC, Sole Member

X By: [Signature]
Print Name: ROBERT EZEL
As Authorized Representative

PROVINCE
STATE OF ONTARIO
COUNTY OF CANADA

The foregoing instrument was acknowledged before me this 1st day of ~~June~~ August, 2007 by Robert Ezel, as authorized representative of CSH Real Property 1, LLC, sole member of MGP Sarasota, LLC.

[Signature]
Name of Notary: W. Brent Binion
Personally Known
Produced Identification
Type of Identification Produced _____

**ACCEPTANCE OF
REGISTERED AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Amended and Restated Articles of Organization of MGP Sarasota, LLC, as registered agent and to accept service of process for this limited liability company at the place designated at paragraph 3, hereby accepts the appointment as registered agent and agrees to act in this capacity.

The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties and is familiar with and accepts the obligations of the position as registered agent of the company.

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

By: _____ *Connie Bray* _____
Print Name: _____

CONNIE BRAY
SPECIAL ASSISTANT SECRETARY

O:CL:CorpMisc/0247