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LAW OFFICE OF JAMES J. FLICK, P.L.

5117 Edgewater Drive
Orlando, Florida 32804
(407) 426-8818

PLEASE REPLY TO:
P.O. BOX 592036 ORLANDO, FL 32859-2036

April 19, 2001

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
850-487-6051

Re: M.G.F. Investments, L.L.C.

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-04/20/01--01096--012
****155.00 ****155.00

Gentlemen:

Enclosed are the original and one copy of the Articles of Organization and Consent to Appointment by Registered Agent for the above referenced limited liability company. Please file the original, indicate the filing date on the copy, and return the copy to:

Law Office of James J. Flick, P.L.
P.O. Box 592036
Orlando, Florida 32859-2036
407-426-8818

Also, enclosed is a check covering the fees and charges for the items listed below:

1.	Filing Fee for Articles of Organization and Affidavit	\$100.00
2.	Designation of Registered Agent	\$ 25.00
3.	Certified Copy of Articles of Organization	<u>\$ 30.00</u>
	Total Fees	<u>\$155.00</u>

Thank you for your cooperation.

Very truly yours,

James J. Flick
James J. Flick

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Board Certified Wills, Trusts & Estates Lawyer

LAW OFFICE OF JAMES J. FLICK, P.L.

3117 Edgewater Drive
Orlando, Florida 32804
(407) 426-8818

PLEASE REPLY TO:
P.O. BOX 592036 ORLANDO, FL 32859-2036

April 19, 2001

U.C.C. Filing & Search Services, Inc.
526 E. Park Avenue
Tallahassee, Florida 32301-2551
(850) 681-6528

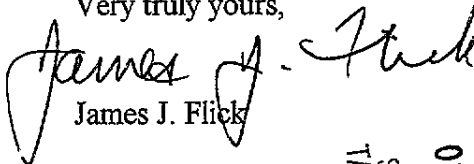
Re: M.G.F. Investments, L.L.C.

Gentlemen:

Enclosed is the original and one copy of executed Articles of Organization and Consent to Appointment by Registered Agent for the above limited liability company, along with a check for the state filing fees, to be filed with the Division of Corporations. The fee for your filing service should be charged to my account, Customer No. AT1663.

Please immediately notify me by telephone of the filing date. The copies of the filed documents can be returned by regular mail.

Very truly yours,


James J. Flick

Enclosures

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
M.G.F. INVESTMENTS, L.L.C.**

The undersigned, being a Member and the Organizer of the Limited Liability Company hereby being formed under the Florida Statutes Chapter 608, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is: M.G.F. Investments, L.L.C.

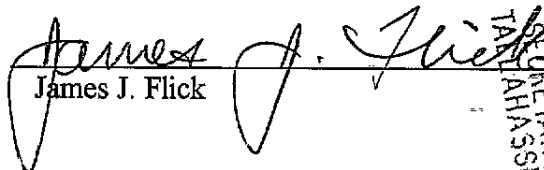
SECOND: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Chapter 608, including all powers and purposes now and hereafter permitted by law to a limited liability company.

THIRD: The mailing address and street address of the principal office of the Limited Liability Company is 3117 Edgewater Drive, Orlando, Florida 32804.

FOURTH: The street address of the initial registered office of the Limited Liability Company in Florida is 3117 Edgewater Drive, Orlando, Florida 32804, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is James J. Flick.

FIFTH: The Limited Liability Company is to be managed by Managing Members.

IN WITNESS WHEREOF, the Member has executed and acknowledged these Articles of Organization on April 9, 2001.


James J. Flick

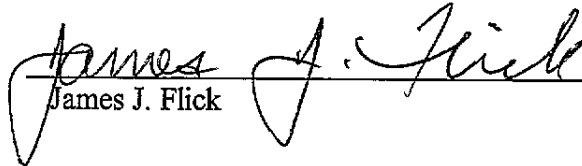
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TALLAHASSEE FLORIDA

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for M.G.F. Investments, L.L.C., hereby voluntarily consent to serve as Registered Agent for M.G.F. Investments, L.L.C..

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Chapter 608, and I hereby accept those duties and responsibilities.

Dated: April 19, 2001.


James J. Flick

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