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ALSTON & BIRD LLP

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1201 West Peachtree Street
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John C. Sawyer

Direct Dial: 404-881-7886

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October 2, 2001

Via UPS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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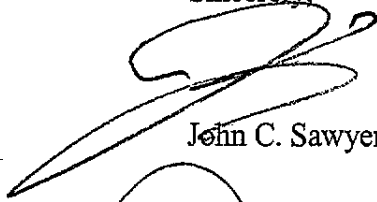
Re: MP Holdings, L.L.C.

Dear Sir or Madam:

Enclosed are the Articles of Organization of MP Holdings, L.L.C. along with a check in the amount of \$100.00 for the filing fee. I have provided an extra copy of the Articles for you to stamp and return in the postage pre-paid envelope.

If you have any questions, please give me a call.

Sincerely,



John C. Sawyer

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F.L.C.D.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

~~001-23176~~

JCS:cj
Enclosures
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LD1-17604



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 5, 2001

JOHN C. SAWYER, ESQUIRE
ALSTON & BIRD LLP, ONE ATLANTIC CENTER
1201 WEST PEACHTREE STREET
ATLANTA, GA 30309-3424

SUBJECT: MP HOLDINGS, L.L.C.
Ref. Number: W01000023176

We have received your document for MP HOLDINGS, L.L.C. and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$25.00.

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) 245-6918.

Nanette Causseaux
Corporate Specialist Supervisor

Letter Number: 001A00055942

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October 11, 2001

Via UPS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Spooner & Associates, L.L.C.
Ref. Number: W01000023174**

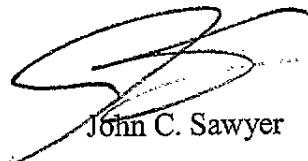
**MP Holdings, L.L.C.
Ref. Number: W01000023176**

Dear Sir or Madam:

Enclosed is a check in the amount of \$50.00 in payment of the registered agent designation fees for the above LLCs.

If you have any questions, please give me a call.

Sincerely,



John C. Sawyer

JCS:cfj
Enclosures
ATL01/11066577v1

**ARTICLES OF ORGANIZATION
MP HOLDINGS, L.L.C.**

**ARTICLE I
Name**

The name of the Limited Liability Company is **MP HOLDINGS, L.L.C.**

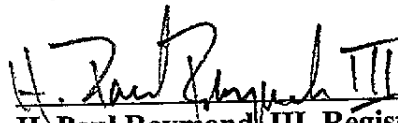
**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is 11850 Lake Butler Boulevard, Windermere, Florida 34786.

**ARTICLE III
Registered Agent, Registered Office, & Registered Agent's Signature**

The name and the Florida street address of the registered agent are H. Paul Raymond, III, 11850 Lake Butler Boulevard, Windermere, Florida 34786.

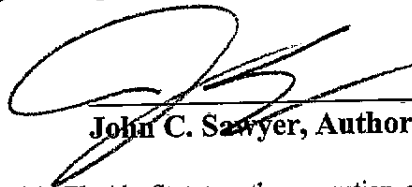
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



H. Paul Raymond, III, Registered Agent

**Article IV
Management**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.



John C. Sawyer, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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