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March 8, 2002

**By Federal Express**

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

100005080281--7  
-03/11/02--01039--022  
\*\*\*\*285.00 \*\*\*\*125.00

Re: M&G Properties II, LLC

FILED  
02 MAR 11 PM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Articles of Organization for M&G Properties II, LLC.; and
2. A designation of Registered Agent and Registered Office for M&G Properties II, LLC.

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  
35203

LO2-6105  
QR

ARTICLES OF ORGANIZATION

OF

M&G PROPERTIES II, LLC

Article I

Name

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

Article II

Address

The mailing address and street address of the principal office of the Company is Ocean Boulevard, 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

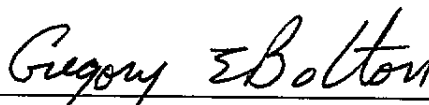
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**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT AND  
REGISTERED OFFICE FOR M&G PROPERTIES II, LLC**

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 Properties II, 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

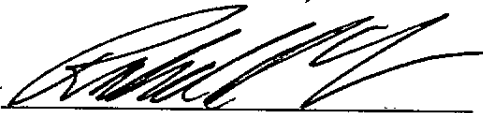
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Acceptance by Registered Agent

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  
121 W. Forsyth Street, Suite 600  
Jacksonville, Florida 32202  
(904) 358-4000  
(904) 358-4001 (Facsimile)