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From:

Account Name : HOLLAND & KNIGHT
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LIMITED LIABILITY COMPANY

MGA Development LLC

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF ORGANIZATION FOR
MGA DEVELOPMENT LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: MGA Development LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is:

7120 Lake Ellenor Drive
Orlando, FL 32809

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Mitch Menaker
7120 Lake Ellenor Drive
Orlando, FL 32809

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such

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Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager are as follows:

Giles Menaker LLC
7120 Lake Ellenor Drive
Orlando, FL 32809

Such Manager shall serve in such capacity until the first meeting of the Members or until its successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.


Glenn A. Adams
Authorized Representative of a Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF MGA DEVELOPMENT LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, MGA Development LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Company is: MGA Development LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: MITCH MENAKER

ADDRESS: 7120 Lake Ellenor Drive

Orlando, FL 32809

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..

Date: July 14, 2003


MITCH MENAKER

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